

KATHLEEN MARIE GOLD
11054 VENTURA BLVD., #203
STUDIO CITY, CA 91604-3546

2081

Date 12/24/03

Pay to the
Order of

Secretary of State

\$ 25⁰⁰

Twenty Five & 00/100

Dollars



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California
www.wellsfargo.com

Memo file & disclosure fee

Kaz Jaed

MP

2081



CITY OF LOS ANGELES
Office of Finance
P.O. Box 53200
Los Angeles CA 90053-0200

CENTAUR GIRL PRODUCTIONS INC



THIS CERTIFICATE MUST BE POSTED AT PLACE OF BUSINESS
CITY OF LOS ANGELES TAX REGISTRATION CERTIFICATE
THIS CERTIFICATE IS GOOD UNTIL SUSPENDED OR CANCELLED

ACCOUNT NO.	FUND/CLASS	DESCRIPTION	ISSUED: 01/16/2008	STARTED	STATUS
0002307513-0001-3	L044	Retail Sales		10/25/2003	Active

CENTAUR GIRL PRODUCTIONS INC



COPY

ISSUED BY:

Christine P. Christensen

DIRECTOR OF FINANCE

PLEASE READ ALL INFORMATION CAREFULLY

Sections 21.08(b) / 21.7.6(4) Los Angeles Municipal Code

"This business tax registration certificate (and/or) Transient Occupancy Registration Certificate signifies that the person named on the face hereof has fulfilled the requirements of Article 1 of Chapter II of the Los Angeles Municipal Code (and/or) the Uniform Transient Occupancy Tax Ordinance, by registering with the Director of Finance for the purpose of paying business tax for the classification of business for which this certificate is issued (and/or) collecting from transients the Transient Occupancy Tax and remitting said tax to the Director of Finance. This certificate does not authorize the person to conduct any unlawful business or to conduct any lawful business in an illegal (or) unlawful manner or to conduct within the City of Los Angeles the business for which this certificate has been issued, nor to operate a hotel, without strictly complying with all the provisions of the ordinances of said City (or) all local applicable laws, including but not limited to those requiring a permit from any board, commission, department or office of the City. **THIS BUSINESS TAX REGISTRATION CERTIFICATE (AND/OR) CERTIFICATE DOES NOT CONSTITUTE A PERMIT.** Any failure to comply with the requirements of Article 1 of Chapter II of the Los Angeles Municipal Code shall constitute grounds for suspension of this certificate."

This certificate is void upon any change of ownership or location. Annual taxes are due and payable January 1st each year and delinquent if not paid on or before the last day of February each year. Quarterly taxes are due and payable on the first day of January, April, July, and October of each year, and delinquent if not paid on or before the last day of the month due.

STATE BOARD OF EQUALIZATION NOTICE

Sales or use tax may apply to your business activities. You may seek written advice regarding the application of tax to your particular business by writing to the nearest State Board of Equalization office.

Corporate Records Order Form

To obtain information relating to a corporation of record with the Secretary of State, complete the information below along with the order form on the following page, attach a check (made payable to the Secretary of State) for the appropriate amount (or "not to exceed" a specified amount written below the amount payable line) and submit your request:

- By mail, along with a self-addressed envelope, to **Secretary of State, Information Retrieval / Certification Unit (IRC), 1500 11th Street, 3rd Floor, Sacramento, CA 95814**. Written requests are normally processed within two weeks.
- In person, to the Secretary of State's office in Sacramento. Certificates of Good Standing and status printouts can be obtained over the counter at any Secretary of State office location. Please refer to **Contact Information** for office locations and addresses. A special handling fee of \$10.00 per corporation is applicable for any of the following information requested over the counter except status printouts.

REQUESTOR INFORMATION			
YOUR NAME:	Kathy Goto		
FIRM NAME (if any)	Centaur Girl Productions Inc.		
MAILING ADDRESS:			
CITY:		STATE:	ZIP:
TELEPHONE NUMBER:	(818) 828-7217	FAX NUMBER:	
SUBJECT CORPORATION			
CORPORATION NAME AND/OR NUMBER			
Centaur Girl Productions Inc. 2562254			
THE SPACE BELOW IS RESERVED FOR OFFICE USE ONLY. PLEASE COMPLETE THE ORDER FORM ON THE FOLLOWING PAGE.			
		IRC UNIT	
		Affix Cert. & Seal	\$
		Comparing	Copies
		Making first page	\$
		Making additional pages	\$
		Certificate of	\$
		Status Inquiry	\$
		Statement of Information	\$
		U.S. Fax	\$
		Other	\$
		TOTAL AMT DUE	\$
		TOTAL AMT REC'D	\$
		REFUND AMOUNT	\$
		BALANCE DUE	\$
This Space For Office Use Only			

Email and/or online requests for information/certificates cannot be accepted at this time.

CORPORATION NAME AND/OR NUMBER

REPRODUCTION REQUESTS

If the number of pages is unknown when ordering copies, you may send either a check in the amount of \$20.00 per corporation (refunds will be issued for amounts over \$5.00), or a blank check with "NOT TO EXCEED \$20.00" written below the amount payable line. A notice will be included with your order indicating the amount for which the check was completed. If fees exceed \$20.00, a fee letter indicating the total amount due will be sent to you.

COPIES OF STATEMENTS OF INFORMATION (domestic stock, nonprofit, or foreign corporations)

<input checked="" type="checkbox"/> Copy of Statement of Information	Copy Fee (Plain Copies)	Certified Copies
<input type="checkbox"/> Last completed Statement of Information	<input type="checkbox"/> 1 copies	<input type="checkbox"/> copies
<input type="checkbox"/> Last no change Statement of Information	@ \$1.00 for the first page, \$0.50, each additional page	@ \$ 5.00 per statement (in addition to the copy fees)
<input type="checkbox"/> Copy of Corporate Disclosure Statement only *		

Please include statement numbers(s), if available: _____

*Please note: If the corporation is a publicly traded company which has filed a Corporate Disclosure Statement, the statement is included as part of the Statement of Information filing. A plain (uncertified) copy or a certified copy of the Statement of Information and accompanying Corporate Disclosure Statement may be obtained by requesting a copy of the last completed Statement of Information. A plain (uncertified) copy of the Corporate Disclosure Statement may be requested by checking this box.

COPIES OF ALL OTHER CORPORATE DOCUMENTS OF RECORD

<input type="checkbox"/> Copy of Articles of Incorporation/Statement and Designation	Copy Fee (Plain Copies)	Certified Copies
<input type="checkbox"/> Copy of Amendment(s)	<input type="checkbox"/> copies	<input type="checkbox"/> copies
<input type="checkbox"/> Copy of _____ Specify the document(s) being requested, and, if necessary, include detailed instructions in an attachment to this order form.	@ \$1.00 for the first page, \$0.50, each additional page	@ \$ 5.00 per document (in addition to the copy fees)

Please include document numbers(s), if available: _____

STATUS/AGENT FOR SERVICE OF PROCESS INFORMATION

<input type="checkbox"/> Complete status/agent for service of process information (computer printout)	<input type="checkbox"/> @ \$ 4.00 each
-------------------------------------------------------------------------------------------------------	-----------------------------------------

CERTIFICATES

<input type="checkbox"/> Certificate of Good Standing	<input type="checkbox"/> Certificate of Merger	<input type="checkbox"/> @ \$5.00 each
<input type="checkbox"/> Certificate of Name Change	<input type="checkbox"/> Certificate of Nonfiling	
<input type="checkbox"/> Certificate of Suspension/Forfeiture	<input type="checkbox"/> Other (specify request in an attachment)	
<input type="checkbox"/> Certificate of Listing	<input type="checkbox"/> @ \$5.00 per document	

FAXING

(Requested copies, status information or certificates to be returned via fax)

<input type="checkbox"/> Domestic Fax	<input type="checkbox"/> @ \$5.00 per document
<input type="checkbox"/> International Fax	<input type="checkbox"/> @ \$10.00 for the first page, \$5.00 for each additional page

SPECIAL HANDLING – IN PERSON DELIVERY ONLY

<input type="checkbox"/> Special Handling Fee (not applicable for orders submitted by mail)	<input type="checkbox"/> @ \$10.00 per corporation
---------------------------------------------------------------------------------------------	----------------------------------------------------



State of California
Kevin Shelley
Secretary of State
STATEMENT OF INFORMATION
(Domestic Stock Corporation)

dh

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME: (Please do not alter if name is preprinted.)

DUE DATE: JANUARY 21, 2004

CENTAUR GIRL PRODUCTIONS, INC.

This Space For Filing Use Only

CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 1502)

2. ☐ CHECK HERE IF THE CORPORATION IS PUBLICLY TRADED. IF PUBLICLY TRADED, COMPLETE THIS STATEMENT OF INFORMATION AND THE CORPORATE DISCLOSURE STATEMENT (FORM SI-PTSUPP). SEE ITEM 2 OF INSTRUCTIONS.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 3 and 4 cannot be PO Boxes.)

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE

4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE

CA

5. MAILING ADDRESS CITY AND STATE ZIP CODE

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this statement must not be altered.)

6. CHIEF EXECUTIVE OFFICER/ ADDRESS CITY AND STATE ZIP CODE
Kathy Gold

7. SECRETARY/ ADDRESS CITY AND STATE ZIP CODE
KATHY Gold

8. CHIEF FINANCIAL OFFICER/ ADDRESS CITY AND STATE ZIP CODE
Kathy Gold

NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

9. NAME ADDRESS CITY AND STATE ZIP CODE
Kathy Gold

10. NAME ADDRESS CITY AND STATE ZIP CODE

11. NAME ADDRESS CITY AND STATE ZIP CODE

12. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:

AGENT FOR SERVICE OF PROCESS

- If an individual, the agent must reside in California and Item 14 must be completed with a California address.
- If another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 14 must be left blank.

13. NAME OF AGENT FOR SERVICE OF PROCESS

Companies Incorporated

14. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE

CA

TYPE OF BUSINESS

15. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
animation

16. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

Kathy Gold
 TYPE OR PRINT NAME OF OFFICER OR AGENT

Kathy Gold
 SIGNATURE

CEO
 TITLE

12/24/03
 DATE



State of California

Kevin Shelley

Secretary of State

Confirmation of Receipt of Document / Receipt for Payment

Transaction ID:	6DDE34D9-5841-4AEE-B6FA-3FC4935246AA
Confirmation #:	032628
Charge Description	E-file Statement of Information for C2562254
Name:	Kathy Gold
Address:	11054 Ventura Blvd, #203
Address Line 2	
City/State/Zip:	Studio City, CA 91604
Phone:	818-828-7217
Email:	centaurgrl@yahoo.com
Amount:	25
E-File Session:	92825
AVS Response:	Y
Date/Time:	3/8/2004 1:45:46 PM

NOTE: Confirmation of receipt does not constitute an approved/accepted filing.

[Return to Main Page](#)

A

Your Return Mailing Address

REGISTRAR - RECORDER / COUNTY CLERK's FILING STAMP

Name: Centaur Girl Productions Inc.

Address:

City: State: Zip Code:

1

☒ First Filing ☐ Renewal Filing

Check one only

FICTITIOUS BUSINESS NAME STATEMENT

THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS: (Attach additional pages if required)

2

Fictitious Business Name(s)

1. Centaur Girl Productions Inc.

3.

Articles of Incorporation or Organization Number (if applicable)

AI #/ON 2562254

3

Street Address, City & State of Principal Place of Business in California (P.O. Box alone not acceptable)

4

Full name of Registrant / Corporation / Limited Liability Company

Centaur Girl Productions Inc.

(if corporation - incorporated in what state)

California

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

4A

Full name of Registrant / Corporation / Limited Liability Company

(if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

4B

Full name of Registrant / Corporation / Limited Liability Company

(if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

5

This Business is conducted by: () an individual () a general partnership () joint venture () a business trust () co-partners () husband and wife (☒) a corporation () a limited partnership () an unincorporated association other than a partnership () a limited liability company () Other

(check one only)

6

(☒) The registrant commenced to transact business under the fictitious business name or names listed on (Date): April 22, 2004

() Registrant has not yet begun to transact business under the fictitious business name or names listed herein.

7

I declare that all information in this statement is true and correct.
(A registrant who declares as true information which he or she knows to be false is guilty of a crime.)

8

Signature of Registrant(s)

Signature

type/print name

Signature

type/print name

Signature

type/print name

Signature

type/print name

8A

If Registrant is a CORPORATION or LLC, sign below

Corporation Name / Limited Liability Company

Signature

Title

Type or Print Name

This statement was filed with the County Clerk of

LOS ANGELES

County on date indicated by file stamp above.

NOTICE - THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED PRIOR TO THAT DATE. The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state, or common law (See Section 14411 et seq., Business and Professions Code)

REGISTRAR - RECORDER/COUNTY CLERK
BUSINESS FILING AND REGISTRATION
P.O. BOX 53592, LOS ANGELES, CA 90053-0592
PH: (562) 462-2177

FILING FEE: \$23.00 for 1 FBN and 2 registrants
plus \$4.00 for each additional FBN/registrant
RENEWAL FILING FEE: \$18.00
REFER TO THE BACK OF FORM FOR INSTRUCTIONS

FORM # 76F286D-F029 (Rev. 5/04)

A

Your Return Mailing Address

REGISTRAR - RECORDER / COUNTY CLERK's FILING STAMP

Name: Centaur Girl Productions Inc.

Address:

City: State Zip Code:

COPY of Document Recorded

Has not been compared with original.
Original will be returned when
processing has been completed.
LOS ANGELES COUNTY REGISTRAR-RECORDER

1

☒ First Filing☐ Renewal Filing

Check one only

FICTITIOUS BUSINESS NAME STATEMENT

THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS: (Attach additional pages if required)

2

Fictitious Business Name(s)

3.

1.
2.Articles of Incorporation or Organization Number (if applicable)
AI #/ON

3

Street Address, City & State of Principal Place of Business in California (P.O. Box alone not acceptable)

4

Full name of Registrant / Corporation / Limited Liability Company

(if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

4A

Full name of Registrant / Corporation / Limited Liability Company

(if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

4B

Full name of Registrant / Corporation / Limited Liability Company

(if corporation - incorporated in what state)

Residence Street Address (P.O. Box not accepted) City

State

Zip Code

5

This Business is conducted by: () an individual () a general partnership () joint venture () a business trust
(check one only) () co-partners () husband and wife () a corporation () a limited partnership
() an unincorporated association other than a partnership () a limited liability company () Other

6

() The registrant commenced to transact business under the fictitious business name or names listed on (Date):
() Registrant has not yet begun to transact business under the fictitious business name or names listed herein.

7

I declare that all information in this statement is true and correct.
(A registrant who declares as true information which he or she knows to be false is guilty of a crime.)

8

Signature of Registrant(s)

Signature type/print name

Signature type/print name

Signature type/print name

Signature type/print name

8A

If Registrant is a CORPORATION or LLC, sign below

Corporation Name / Limited Liability Company

Signature

Title

Type or Print Name

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County on date indicated by file stamp above.

NOTICE - THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED PRIOR TO THAT DATE. The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state, or common law (See Section 14411 et seq., Business and Professions Code)

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P.O. BOX 53592, LOS ANGELES, CA 90053-0592
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FILING FEE: \$23.00 for 1 FBN and 2 registrants
plus \$4.00 for each additional FBN/registrant
RENEWAL FILING FEE: \$18.00
REFER TO THE BACK OF FORM FOR INSTRUCTIONS

FORM # 76F286D-F029 (Rev. 5/04)

INSTRUCTIONS FOR COMPLETION OF STATEMENT

Type or carefully print in ink

Box A. Insert the name and address of the person who should receive this original and certified copy.

Box 1. Check one box only.

Box 2. Insert exact name of business. If you are registering more than one business located at the same address, number each name entered.

Box 3. Insert street address of principle place of business (Post Office Boxes are not acceptable).

Box 4. Registrants: list each owner or partner and his/her residence address separately (Post Office Boxes are not acceptable). If the owner is a corporation insert the name of the corporation and the business address. Do not list stockholders or officers of the corporation. If a business name or a registrant's name includes the words Corporation, Incorporated, or Inc., Limited Liability Company (whether using the complete words or abbreviations LLC and Co.) or LLC or LC, the County Clerk of Los Angeles requires either a certified copy of the Articles of Incorporation or Organization.

Box 5. Check one item which best describes who is conducting business.

Box 6. Have you started doing business? If yes, check the first box and enter the date you started. If not, check the bottom box ONLY.

Box 7. Please read before signing.

Box 8. Signatures are required as follows () Individual - the individual () Partnership or other association of other persons - A general partner () Joint Venture - All parties of the joint venture () Business Trust - A trustee () Co Partners - All partners () Husband and wife - both () Limited partnership - one partner.

Box 8A. Corporation/Limited Liability Co. - An officer must sign, state the title, and attach a copy of the Articles of Incorporation or Organization.

CALIFORNIA BUSINESS AND PROFESSIONS CODE

SECTION 14411, 14412 - TRADE NAME REGISTRATION

The filing of any fictitious business name statement by a person required to file such statement shall establish a rebuttable presumption that the registrant has the exclusive right to use the fictitious business name as a trade name as well as any confusingly similar trade name, in the county in which the statement is filed, if the registrant is the first to file such a statement containing the fictitious business name in the county. The rebuttable presumption shall be applicable until the statement is abandoned or otherwise expires and no new statement has been filed by the registrant.

SECTION 17900 -

(a) - as used in this chapter, 'fictitious business name' means:

(1) In the case of an individual, a name that does not include the surname of the individual or a name that suggests the existence of additional owners.

(2) In the case of a partnership or other association of persons, other than a limited partnership which has filed a certificate of limited partnership with the Secretary of State pursuant to Section 15621 of the Corporations Code, a name that does not include the surname of each general partner or a name that suggests the existence of additional owners.

(3) In the case of a corporation, any name other than the corporate name stated in its articles of incorporation.

(4) In the case of a limited partnership which has filed a certificate of limited partnership with the Secretary of State pursuant to Section 15621 of the Corporations Code and in the case of a foreign limited partnership which has filed an application for registration with the Secretary of State pursuant to Section 15621 of the Corporations Code, any name other than the name of the limited partnership as on file with the Secretary of State.

(b) A name that suggests the existence of additional owners within the meaning of subdivision (a) is one which includes such words as 'Company', '& Company', 'Son', '& Associates', 'Brothers', and the like, but not words that merely describe the business being conducted.

SECTION 17910 - Every person who regularly transacts business in this state for profit under a fictitious business name shall:

(a) File a fictitious business name statement in accordance with this chapter not later than 40 days from the time he commences to transact such business; and

(b) File a new statement in accordance with this chapter on or before the date of expiration of the statement on file.

SECTION 17910.5 -

(a) No person shall adopt any fictitious business name which includes 'Corporation', 'Corp.', 'Incorporated', or 'Inc.' unless such person is a corporation organized pursuant to the laws of this state or some other jurisdiction.

(b) No person shall adopt any Fictitious Business Name which includes "Limited Liability Company" (whether using the complete words or the abbreviations "LTD and Co." or either of them) or "LLC" or "LC" unless such a person is a Limited Company organized pursuant to the laws of this state or some other jurisdiction.

SECTION 17917 -

(a) Within 30 days after a fictitious business name statement has been filed pursuant to this chapter, the registrant shall cause a statement in the form prescribed by subdivision (a) of Section 17913 to be published pursuant to Government Code Section 6064 in a newspaper of general circulation in the county in which the principal place of business of the registrant is located or, if there is no such newspaper in that county, then in a newspaper of general circulation in an adjoining county. If the registrant does not have a place of business in this state, the notice shall be published in a newspaper of general circulation in Sacramento County.

(b) Subject to the requirements of subdivision (a), the newspaper selected for the publication of the statement should be one that circulates in the area where the business is to be conducted.

(c) If a refiling is required because the prior statement has expired, the refiling need not be published unless there has been a change in the information required in the expired statement, provided the refiling is filed within 40 days of the date the statement expires.

(d) An affidavit showing the publication of the statement shall be filed with the county clerk within 30 days after the completion of the publication.

SECTION 17920. Expiration of statement

(a) Unless the statement expires earlier under subdivision (b) or (c), a fictitious business name statement expires five years from the date it was filed in the office of the county clerk.

(b) Except as provided in Section 17923, a fictitious business name statement expires 40 days after any change in the facts set forth in the statement pursuant to Section 17913, except that a change in the residence of an individual, a general partner or trustee does not cause the statement to expire.

(c) A fictitious business name statement expires when registrant files a statement of abandonment of the fictitious business name described in the statement.

SECTION 17930 - Any person who executes, files, or publishes any statement under this chapter, knowing that such statement is false, in whole or in part, shall be guilty of a misdemeanor and upon conviction thereof shall be punished by a fine not to exceed one thousand dollars (\$1,000).

***NOTE:** It is your responsibility not to file the same name or one confusingly similar to one already registered on the County FBN Index of Secretary of State Corporate Index. We suggest you search available records before filing.



State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 25 2003



Kevin Shelley

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 21 2003

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION
OF
CENTAUR GIRL PRODUCTIONS, INC.

The undersigned, being an individual and acting as the incorporator for the purpose of forming the business corporation hereinafter named pursuant to the provisions of the Corporations Code of the State of California, does hereby adopt the following articles of incorporation.

FIRST: The name of the corporation (hereinafter referred to as the "corporation") is **CENTAUR GIRL PRODUCTIONS, INC.**

SECOND: The existence of the corporation is perpetual.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

FOURTH: The name of the corporation's initial agent for service of process within the State of California in accordance with the provisions of subdivision (b) of Section 1502 of the Corporations Code of the State of California is Presidential Services Incorporated.

FIFTH: The total number of shares, which the corporation is authorized to issue, is 1500 with a par value of no par value, all of which are of one class and are Common shares.

The Board of Directors of the corporation may issue any or all of the aforesaid authorized shares of the corporation from time to time for such consideration as it shall determine and may determine from time to time the amount of such consideration, if any, to be credited to paid-in surplus.

SIXTH: In the interim between meetings of shareholders held for the election of directors or for the removal of one or more directors and the election of the replacement or replacements thereat, any vacancy which results by reason of the removal of a director or directors by the shareholders entitled to vote in an election of directors, and which has not been filled by said shareholders, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director, as the case may be.

SEVENTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

EIGHTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its

shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Signed on October 20, 2003.

Beth Toro

Beth Toro, Incorporator



State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 25 2003



Kevin Shelley

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 21 2003

KEVIN SHELLEY
Secretary of State

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OF
CENTAUR GIRL PRODUCTIONS, INC.

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FOURTH: The name of the corporation's initial agent for service of process within the State of California in accordance with the provisions of subdivision (b) of Section 1502 of the Corporations Code of the State of California is Presidential Services Incorporated.

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The Board of Directors of the corporation may issue any or all of the aforesaid authorized shares of the corporation from time to time for such consideration as it shall determine and may determine from time to time the amount of such consideration, if any, to be credited to paid-in surplus.

SIXTH: In the interim between meetings of shareholders held for the election of directors or for the removal of one or more directors and the election of the replacement or replacements thereat, any vacancy which results by reason of the removal of a director or directors by the shareholders entitled to vote in an election of directors, and which has not been filled by said shareholders, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director, as the case may be.

SEVENTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

EIGHTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its

shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Signed on October 20, 2003.

Beth Toro

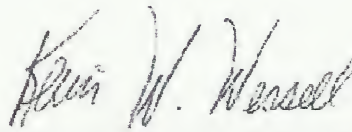
Beth Toro, Incorporator



ACTION OF SOLE INCORPORATOR
CENTAUR GIRL PRODUCTIONS, INC.

THE UNDERSIGNED, without a meeting, being the sole incorporator of the Corporation, does hereby elect the person(s) listed below to serve as director(s) of the Corporation until the first annual meeting of shareholders and until successor(s) are elected and qualify:

KATHLEEN GOLD



Kevin Wessell, President
Presidential Services Incorporated
Companies Incorporated
Incorporator

Dated: October 21, 2003

This is the document that transfers ownership of the company to you.

ACTION OF SOLE INCORPORATOR
CENTAUR GIRL PRODUCTIONS, INC.

THE UNDERSIGNED, without a meeting, being the sole incorporator of the Corporation, does hereby elect the person(s) listed below to serve as director(s) of the Corporation until the first annual meeting of shareholders and until successor(s) are elected and qualify:

KATHLEEN GOLD

Beth Toro

Beth Toro, Incorporator

Dated: 10-27-03

This is the document that transfers ownership of the company to you.

2562254



State of California
Kevin Shelley
Secretary of State
STATEMENT OF INFORMATION
(Domestic Stock Corporation)

dh

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME: (Please do not alter if name is preprinted.)

DUE DATE: JANUARY 21, 2004

CENTAUR GIRL PRODUCTIONS, INC.

This Space For Filing Use Only

CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 1502)

2. ☐ CHECK HERE IF THE CORPORATION IS PUBLICLY TRADED. IF PUBLICLY TRADED, COMPLETE THIS STATEMENT OF INFORMATION AND THE CORPORATE DISCLOSURE STATEMENT (FORM SI-PTSUPP). SEE ITEM 2 OF INSTRUCTIONS.

COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 3 and 4 cannot be PO Boxes.)

3. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE

4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE

CA

5. MAILING ADDRESS CITY AND STATE ZIP CODE

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this statement must not be altered.)

6. CHIEF EXECUTIVE OFFICER/ ADDRESS CITY AND STATE ZIP CODE

Kathy Gold

7. SECRETARY/ ADDRESS CITY AND STATE ZIP CODE

KATHY Gold

8. CHIEF FINANCIAL OFFICER/ ADDRESS CITY AND STATE ZIP CODE

Kathy Gold

NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

9. NAME ADDRESS CITY AND STATE ZIP CODE

Kathy Gold

10. NAME ADDRESS CITY AND STATE ZIP CODE

11. NAME ADDRESS CITY AND STATE ZIP CODE

12. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:

AGENT FOR SERVICE OF PROCESS

- If an individual, the agent must reside in California and Item 14 must be completed with a California address.
- If another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 14 must be left blank.

13. NAME OF AGENT FOR SERVICE OF PROCESS

Companies Incorporated

14. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE

CA

TYPE OF BUSINESS

15. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
 animation

16. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

Kathy Gold

TYPE OR PRINT NAME OF OFFICER OR AGENT

SIGNATURE

CEO

TITLE

12/24/03

DATE

INSTRUCTIONS FOR COMPLETING FORM SI-200 C

For easier completion, this form is available in a "fillable" version online at the Secretary of State's website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Statement of Information Unit, P.O. Box 944230, Sacramento, CA 94244-2300 or can be delivered in person to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. In addition, the initial or annual statement for corporations that are not publicly traded can be filed online at <https://businessfilings.ss.ca.gov>. If you are not completing this form online, please type or legibly print in black or blue ink.

Statutory filing provisions are found in California Corporations Code section 1502, unless otherwise indicated.

Every **domestic stock corporation** shall file a statement with the Secretary of State, within 90 days after filing of its original Articles of Incorporation, and annually thereafter during the applicable filing period. The applicable filing period for a corporation is the end of the calendar month during which its original Articles of Incorporation were filed and the immediately preceding five calendar months. If the name and/or address of the agent for service of process have changed, a corporation must file a complete statement. A corporation is required to file a statement even though it may not be actively engaged in business at the time this statement is due.

FILING FEES: This statement must be accompanied by a \$20.00 filing fee and \$5.00 disclosure fee. The filing fee and the disclosure fee may be included in a single check made payable to the Secretary of State. **All domestic stock corporations must pay a total of \$25.00 at the time of filing the initial or annual statement.** If this statement is being filed to amend any information on a previously filed statement, and is not an annual filing, **no fee** is required. If a copy of this statement is submitted along with the original to be filed, the Secretary of State will endorse file one copy of the filed statement at no additional cost.

Failure to file this statement and the Corporate Disclosure Statement (Form SI-PTSUPP), if required, by the due date will result in the assessment of a penalty. The penalty for domestic stock corporations is \$250. (Corporations Code section 2204; Revenue and Taxation Code section 19141)

Complete the Statement of Information (Form SI-200 C) as follows:

- Item 1.** Please do not alter the preprinted name. If the corporate name is not correct, please attach a statement indicating the correct name and the date the name change amendment was filed with the Secretary of State. If the space is blank, enter the name of the corporation **exactly** as it is of record with the Secretary of State.
- Item 2.** Check if the corporation is a publicly traded company. If the corporation is a publicly traded company, complete this statement and include a completed Corporate Disclosure Statement (Form SI-PTSUPP). Form SI-PTSUPP may be obtained from the Secretary of State's website at <http://www.ss.ca.gov/business/business.htm> or by calling the Statement of Information Unit at (916) 657-5448.
- "Publicly traded company"** means a company with securities that are either listed or admitted to trading on a national or foreign exchange, or is the subject of two-way quotations, such as both bid and asked prices, that is regularly published by one or more broker-dealers in the National Daily Quotation Service or a similar service.
- Item 3.** Enter the complete street address, city, state and zip code, of the principal executive office. Please do not enter a P.O. Box or abbreviate the name of the city.
- Item 4.** Enter the complete street address, city and zip code of the corporation's principal office in California, if any. Please do not enter a P.O. Box or abbreviate the name of the city. Complete this item only if the address in Item 3 is outside of California.
- Item 5.** Enter the mailing address of the corporation.
- Items 6-8.** Enter the name and complete business or residential address of the corporation's chief executive officer (i.e., president), secretary and chief financial officer (i.e., treasurer). Please do not abbreviate the name of the city. The corporation must have these three officers (Corporations Code section 312(a).) An officer may hold more than one office. A comparable title for the specific officer may be added. However, please do not alter the preprinted title on this statement.
- Items 9-11.** Enter the name and complete business or residential address of each incumbent director. If there are more than three directors, please attach additional pages. Please do not abbreviate the name of the city. The corporation must have one or more directors. (Corporations Code section 301(a).)
- Item 12.** Enter the number of vacancies on the board of directors, if any.
- Item 13.** Enter the name of the agent for service of process in California. The person named as agent must be a resident of California or a corporation that has filed a certificate pursuant to Corporations Code section 1505. If an individual is designated as agent, proceed to Item 14. If a corporation is designated as agent, proceed to Item 15 (do not complete Item 14).
- An **Agent for Service of Process** is an individual or another corporation designated by a corporation to accept service of process if the corporation is sued.
- Please Note:** A corporation cannot name itself as agent for service of process and no domestic or foreign corporation may file pursuant to section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the Secretary of State.
- Item 14.** If an individual is designated as agent for service of process, enter a business or residential address in California. Please do not enter "in care of" (c/o) or abbreviate the name of the city. If a corporation is designated as agent for service of process, please do not enter an address.
- Item 15.** Briefly describe the general type of business that constitutes the principal business activity of the corporation.
- Item 16.** Type or print the name and title of the officer or agent completing this statement and enter the date this statement was completed. By submitting this Statement of Information to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.



State of California

Kevin Shelley

Secretary of State

Confirmation of Receipt of Document / Receipt for Payment

Transaction ID:	6DDE34D9-5841-4AEE-B6FA-3FC4935246AA
Confirmation #:	032628
Charge Description	E-file Statement of Information for C2562254
Name:	Kathy Gold
Address:	11054 Ventura Blvd, #203
Address Line 2	
City/State/Zip:	Studio City, CA 91604
Phone:	818-828-7217
Email:	centaurgrl@yahoo.com
Amount:	25
E-File Session:	92825
AVS Response:	Y
Date/Time:	3/8/2004 1:45:46 PM

NOTE: Confirmation of receipt does not constitute an approved/accepted filing.

[Return to Main Page](#)

Customer: This service area is provided for your internal use and convenience. Service must be marked on airbill.

FedEx Service:

203

FedEx Express USA Airbill

FedEx Tracking Number

836374902011

1 From

Date

Sender's Name

Phone

Company

Address

City

State

ZIP

2 Your Internal Billing Reference

3 To

Recipient's Name

Phone

Company

Address

To "HOLD" at FedEx location, print FedEx address.

We cannot deliver to P.O. boxes or P.O. ZIP codes.

Address

City

State

ZIP

8363 7490 2011



FedEx

STANDARD OVERNIGHT

FORM 307396 300CT03

TRK# 8363 7490 2011 FORM 0200

91604 -CA-US

BUR QZ BUR



Form I.D. No.

0200

Recipient

4a Express Package Service

☐ FedEx Priority Overnight
Next business morning

☒ FedEx Standard Overnight
Next business afternoon

Packages up to 150 lbs.
Delivery commitment may be later in some areas.

☐ FedEx First Overnight
Earliest next business morning
delivery to select locations

☐ FedEx 2Day
Second business day

☐ FedEx Express Saver
Third business day

FedEx Envelope rate not available. Minimum charge: One-pound rate

4b Express Freight Service

☐ FedEx 1Day Freight*
Next business day

☐ FedEx 2Day Freight
Second business day

Packages over 150 lbs.
Delivery commitment may be later in some areas

☐ FedEx 3Day Freight
Third business day

* Call for Confirmation.

* Declared value limit \$500

5 Packaging

☒ FedEx Envelope*

☐ FedEx Pak*
Includes FedEx Small Pak, FedEx Large Pak, and FedEx Sturdy Pak

☐ Other

6 Special Handling

☐ SATURDAY Delivery

Available only for FedEx Priority Overnight and FedEx 2Day to select ZIP codes

☐ HOLD Weekday at FedEx Location

Not available for FedEx First Overnight and FedEx 2Day to select locations

☐ HOLD Saturday at FedEx Location

Available only for FedEx Priority Overnight and FedEx 2Day to select locations

Does this shipment contain dangerous goods?

One box must be checked.

☒ No

☐ Yes
As per attached Shipper's Declaration

☐ Yes
Shipper's Declaration not required

☐ Dry Ice
Dry Ice 9 UN 1845

☐ Cargo Aircraft Only

Dangerous Goods (including Dry Ice) cannot be shipped in FedEx packaging.

7 Payment Bill to:

Enter FedEx Acct. No. or Credit Card No. below

☒ Sender
Acct. No. in Section 1 will be billed.

☐ Recipient

☐ Third Party

☐ Credit Card

☐ Cash/Check



Total Packages

Total Weight

Total Declared Value¹

Total Charges

\$ 00

¹Our liability is limited to \$100 unless you declare a higher value. See back for details.

8 Release Signature Sign to authorize delivery without obtaining signature

By signing you authorize us to deliver this shipment without obtaining a signature and agree to indemnify and hold us harmless from any resulting claims.

Questions? Visit our Web site at fedex.com

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446



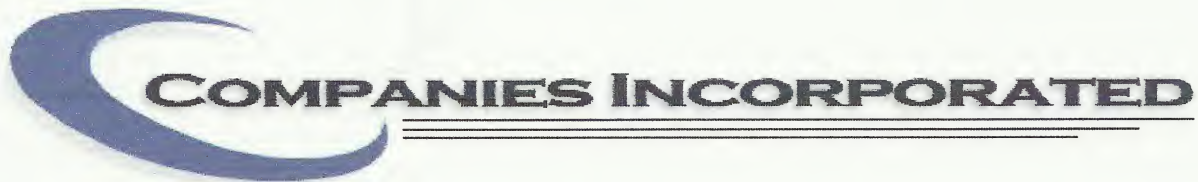
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CENTAUR GIRL PRODUCTIONS, INC.

Dear Ms. Gold:

It is with great pleasure that we present to you the Articles of Incorporation and supporting papers for your new corporation.

If you have any questions, please contact us. We look forward to the continued opportunity to be of service.

Yours Truly,

All of us at Companies Incorporated®

Here is a helpful guideline to assist you in keeping your new corporation healthy:

Please Review your documents for accuracy and notify us of any errors within 30 days.

- ☐ Filed Certificate of Incorporation
- ☐ Application for Employer I.D. Number (SS-4 Form) - for questions call **1-800-TAX-1040**
- ☐ Election for S Corporation (Form 2553) - for questions call **1-800-TAX-1040**
- ☐ **Corporate Kit – will arrive separately**
- ☐ Application for Authority to do business as a foreign corporation in additional states (You can call the Secretary of State for requirements in the state(s) in which your corporation will do business.)

If you would like to order items not enclosed, please contact Companies Incorporated® at 661-259-8987 for more information.

e-mail: info@companiesinc.com • web: <http://www.companiesinc.com> ©2003 Companies Incorporated

All that Companies Incorporated does is done with the understanding that it is not engaged in rendering legal, accounting, or other professional services. If legal advice or other expert advice is required, the services of a practicing professional person should be sought. Companies Incorporated specifically disclaims any liability, loss, risk, personal or otherwise, incurred by others directly or indirectly.

Business Start-Up Checklist

FIRST 30 DAYS

- ☐ Obtain an Employer Identification number from the IRS by completing federal form SS4
- ☐ If you need legal counsel, select an attorney
- ☐ For any accounting needs, select an accountant
- ☐ Prepare a business plan
- ☐ Select a banker or banking institution
- ☐ Select an insurance agent
- ☐ Obtain business insurance
- ☐ Order business cards and letterhead
- ☐ Obtain a business license or permit from the city hall or county office building
- ☐ Establish bank accounts
- ☐ Pick a year-end date
- ☐ Corporations hold an organizational meeting and:
 - Bylaws are adopted (sample bylaws in corporate kit)
 - A board of directors is elected
 - Share certificates should be distributed to shareholders once purchased, and these transactions should be recorded on the corporation's stock ledger.
 - Company members and/or managers and officers are elected
 - Any corporate business that needs immediate attention is addressed
 - Record minutes
- ☐ An LLC should have an organizational meeting and:
 - An operating agreement is adopted
 - Membership certificates are distributed

FIRST 60 DAYS

- ☐ Join a professional organization
- ☐ Contact suppliers
- ☐ Obtain a lease for furniture and equipment
- ☐ Obtain business insurance (liability, health & dental, etc.)
- ☐ Establish presence on Internet

BY FIRST YEAR END

- ☐ Obtain any necessary government tax forms
- ☐ Pay annual corporate fees
- ☐ Obtain financing
- ☐ Establish a line of credit

ANNUAL REQUIREMENTS

All corporations and LLC's must do the following three things:

- ☐ Maintain a registered agent.
- ☐ File the annual report with the state.
- ☐ Pay the required annual state fees!

For your convenience, customer support inquiries can be made 24 hours a day 7 days a week by sending an e-mail with your questions to:

info@CompaniesInc.com

**We will reply to you during business hours.
It is our pleasure to be of service!**

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All that Companies Incorporated and associated persons or companies do is done with the understanding that they are not engaged in rendering legal, accounting, or other professional services. If legal advice or other expert advice is required, the services of a practicing professional person should be sought. Companies Incorporated[®] and associates specifically disclaim any liability, loss, risk, personal or otherwise, incurred by others directly or indirectly.

Kevin Shelley
CALIFORNIA SECRETARY OF STATE

BUSINESS PROGRAMS DIVISION



BUSINESS PROGRAMS DIVISION

As Secretary of State, it is my pleasure to return the enclosed documents and to welcome a new member to California's corporate family. Please let me know if my office can ever be of any assistance.

Please be advised that Section 14417 of the Business and Professions Code requires that I notify all newly organized corporations that the filing of Articles of Incorporation does not of itself authorize the use in this state of the corporate name in violation of the rights of any other person who may have acquired rights to the use of the name by reason of some other law, such as:

- ◆ Federal Trademark Act (United States Code, Title 15, Section 1051)
- ◆ California Trademark Act (Business and Professions Code Section 14200)
- ◆ Fictitious Business Name Act (Business and Professions Code Section 17900)
- ◆ Common law rights, including rights to a trade name.

If you have any questions regarding such rights you should confer with legal counsel.

KEVIN SHELLEY
Secretary of State

The **Business Filing Section** is often asked for the names and addresses of other agencies which corporations may need to contact to ensure proper corporate compliance. The following is a list of the agencies most often referenced. The address and telephone numbers given are for the main office of each agency. You may wish to reference your local telephone directory for a possible local listing.

- Franchise Tax Board
Sacramento, CA 95857
(800) 852-5711
<http://www.ftb.ca.gov/>
 - Board of Equalization
450 N Street
P.O. Box 942879
Sacramento, CA 95814
(916) 445-6464
<http://www.boe.ca.gov/>
 - Employment Development Department
800 Capitol Mall
Sacramento, CA 95814
(916) 653-0707
<http://www.edd.cahwnet.gov/edhome.htm>
 - Department of Industrial Relations
455 Golden Gate Avenue, 9TH Floor
San Francisco, CA 94102
(415) 703-4600
<http://www.dir.ca.gov/>
 - Department of Corporations
320 West 4th Street, Suite 750
Los Angeles, CA 90013-1105
(213) 576-7500
<http://www.corp.ca.gov/>
 - Department of Insurance
300 S. Spring Street, South Tower
Los Angeles, CA 90013
(800) 927-4357
<http://www.insurance.ca.gov/docs/index.html>
 - Department of Financial Institutions
111 Pine Street, Suite 1100
San Francisco, CA 94111-5613
(415) 263 8500
<http://www.dfi.ca.gov>
 - Department of Justice
Registry of Charitable Trusts
1300 I Street, 11th Floor (P. O. Box 903447)
Sacramento, CA (94203-4470)
(916) 445-2021
<http://caag.state.ca.us/charities/>
 - Department of Consumer Affairs
400 R Street, Suite 1080
Sacramento, CA 95814
(800) 952-5210 or (916) 445-1254
<http://www.dca.ca.gov/>
 - Internal Revenue Service (IRS)
4330 Watt Avenue
North Highlands, CA 95660
(800) 829-3676 (to obtain Form SS-4)
(800) 829-1040 (for other information)
<http://www.irs.ustreas.gov/>
 - City and/or County Clerk or Recorder
where the principal place of business
is located
<http://www.csac.counties.org>

- franchise tax requirements
 - sales tax or use tax liability
 - disability and unemployment insurance tax
 - worker's compensation requirements
 - issuance and sale of securities
Franchise Investment Law; Property Brokers Law; Escrow Law
 - requirements for insurance companies, agents and brokers
 - organization of banks and corporate name style
 - charitable trust
 - licensing requirements at the state level for specific types of business entities
 - federal employer identification number
 - city/county business licenses, fictitious business names (if doing business in a specified city/county under a name other than the corporate name)



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Work Stations and Offices

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Your Voice-Mail

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Companies Incorporated[®]
Incorporation Services • Since 1977



International Asset
Protection Association
Founders

Client Survey Form

1. What made you decide to do business with Companies Incorporated?

2. What did you find most satisfying?

3. What would you like to see changed or done differently? Is there anything we can clarify? (We are committed to **constantly improving** our products and services.)

4. If you are satisfied with the services we have provided, please let us know who else could benefit from the **incredible advantages** of incorporating.

Name _____
Address _____
City/State/Zip _____
Phone _____

Name _____
Address _____
City/State/Zip _____
Phone _____

Name _____
Address _____
City/State/Zip _____
Phone _____

Name _____
Address _____
City/State/Zip _____
Phone _____

We'll pay you 10% for a Corporate referral!

You are very much appreciated. Thank you for taking the time to help us find better ways to serve you.
All recommendations are reviewed. Thank you!

Optional: Your name _____
Your phone number _____

☐ Please check here if you would like us to contact you or you want more information about the **Nevada Corporate Office Program** or **Nominee Officer/Director Privacy Services**. For more information about these outstanding tax saving and privacy enhancing services, please call us or visit our website.

Companies Incorporated®

Incorporation Services

Since 1977

23120 W Lyons Avenue Suite 5 #223

Santa Clarita, CA 91321-2668

800-959-8819 / 661-259-8987

Fax: 661-259-7727

info@CompaniesInc.com

www.CompaniesInc.com

Form SS-4, Application for Employer Identification Number

Companies Incorporated® has enclosed a copy of the form SS-4, Application for Employer Identification Number. Companies Incorporated® does not possess power of attorney and cannot complete or sign these forms on your behalf. For information on how to fill out the form, call the IRS toll free at 800-TAX-1040.

The following may be helpful in completing your application. All sections or lines in the application must be completed according to the attached IRS directions. Please type or print clearly. We suggest you keep a copy of all your filings before mailing to the IRS.

- Line 1 The name of applicant is the name of your company.
- Lines 4a&b The address you enter will be your business address such as your home or office. If you have paid extra for the Nevada or Wyoming Corporate Headquarters® program with Companies Incorporated® this address will be your Nevada or Wyoming Office address.
- Line 8a Please indicate the type of entity you have formed. Corporation - usually the "Other corporation (specify)" box is checked. If so, fill in the type of company, such as "real estate management," "investment management," "Internet marketing," or appropriate business type.
- Limited liability company - usually taxed as a partnership. If so, check the "Partnership" box.
- Line 8b Enter the jurisdiction where the corporation was filed such as Nevada, Florida, etc.
- Line 9 Check the box that best describes your situation. (Usually "started new business")
- Line 10 Write the date the business started.
- Line 11 Enter last month of accounting year. Many companies operate on a fiscal year ending in a month such as March. Companies that are taxed as partnerships are usually required to operate on a calendar basis and end in December.
- Line 12 If you have employees enter first date wages will be paid. If you have no employees enter "N/A".
- Line 13-17c Check appropriate boxes or provide information requested.

A principal officer of the business must sign the application (e.g. President, Vice-President, Secretary, Treasurer or, in the case of a limited liability company, a Member or Manager.)

Please mail your completed and SIGNED application to the IRS today. The IRS generally requires 2-3 weeks to process your application. To obtain your EIN faster see the instructions and call your IRS office using the number under the "Where To Apply" section of the instructions.

The above is meant to be a helpful guideline. Companies Incorporated® does not give tax or legal advice. If such is needed, contact the appropriate licensed professional or call the IRS directly at 800-829-1040 for the appropriate information. Please have your completed SS-4 form with you for discussion with IRS representative.

Very sincerely,
Companies Incorporated®

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, certain individuals, and others. See instructions.)

► Keep a copy for your records.

EIN

OMB No. 1545-0003

Please type or print clearly.	1 Name of applicant (legal name) (see instructions) ABC Corporation	
	2 Trade name of business (if different from name on line 1)	3 Executor, trustee, "care of" name John A. Smith
	4a Mailing address (street address) (room, apt., or suite no.) 123 S Main Street	5a Business address (if different from address on lines 4a and 4b)
	4b City, state, and ZIP code Anytown, OZ 12345	5b City, state, and ZIP code
	6 County and state where principal business is located Any County, OZ (Lines 4-6 - where business will operate regardless of where incorporated.)	
	7 Name of principal officer, general partner, grantor, owner, or trustor—SSN or ITIN may be required (see instructions) ► 123-45-6789 John A. Smith	

8a Type of entity (Check only one box.) (see instructions)

Caution: If applicant is a limited liability company, see the instructions for line 8a.

- | | |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> Sole proprietor (SSN) _____ | <input type="checkbox"/> Estate (SSN of decedent) _____ |
| <input type="checkbox"/> Partnership <input type="checkbox"/> Personal service corp. | <input type="checkbox"/> Plan administrator (SSN) _____ |
| <input type="checkbox"/> REMIC <input type="checkbox"/> National Guard | <input checked="" type="checkbox"/> Other corporation (specify) ► Real estate management |
| <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative | <input type="checkbox"/> Trust |
| <input type="checkbox"/> Church or church-controlled organization | <input type="checkbox"/> Federal government/military |
| <input type="checkbox"/> Other nonprofit organization (specify) ► _____ | (enter GEN if applicable) _____ |
| <input type="checkbox"/> Other (specify) ► _____ | |

8b If a corporation, name the state or foreign country (if applicable) where incorporated	State Nevada	Foreign country
-------------------------------------------------------------------------------------------	------------------------	-----------------

9 Reason for applying (Check only one box.) (see instructions)		<input type="checkbox"/> Banking purpose (specify purpose) ► _____
<input checked="" type="checkbox"/> Started new business (specify type) ► Real estate management	<input type="checkbox"/> Changed type of organization (specify new type) ► _____	
<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Purchased going business	
<input type="checkbox"/> Created a pension plan (specify type) ► _____	<input type="checkbox"/> Created a trust (specify type) ► _____	<input type="checkbox"/> Other (specify) ► _____

10 Date business started or acquired (month, day, year) (see instructions) June 1 20XX	11 Closing month of accounting year (see instructions) March
--------------------------------------------------------------------------------------------------	------------------------------------------------------------------------

12 First date wages or annuities were paid or will be paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year)	November 15, 20XX (estimate)
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------

13 Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter -0-. (see instructions)	Nonagricultural 2	Agricultural 0	Household 0
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------	--------------------------	-----------------------

14 Principal activity (see instructions) ► Real estate management

15 Is the principal business activity manufacturing?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," principal product and raw material used ► _____		

16 To whom are most of the products or services sold? Please check one box.	<input type="checkbox"/> Business (wholesale)	<input checked="" type="checkbox"/> N/A
<input type="checkbox"/> Public (retail) <input type="checkbox"/> Other (specify) ► _____		

17a Has the applicant ever applied for an employer identification number for this or any other business?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Note: If "Yes," please complete lines 17b and 17c.		

17b If you checked "Yes" on line 17a, give applicant's legal name and trade name shown on prior application, if different from line 1 or 2 above.	Legal name ► _____	Trade name ► _____
---------------------------------------------------------------------------------------------------------------------------------------------------	--------------------	--------------------

17c Approximate date when and city and state where the application was filed. Enter previous employer identification number if known.	Approximate date when filed (mo., day, year) City and state where filed	Previous EIN _____
---------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------	-----------------------

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.	Business telephone number (include area code) ()
	Fax telephone number (include area code) ()

Name and title (Please type or print clearly.) ► **John Smith, President**

Signature ► John A. Smith Date ► June 20, 20XX

Note: Do not write below this line. For official use only.

Please leave blank ►	Geo.	Ind.	Class	Size	Reason for applying
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Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records.

EIN

OMB No. 1545-0003

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested																		
	2 Trade name of business (if different from name on line 1)		3 Executor, trustee, "care of" name																
	4a Mailing address (room, apt., suite no. and street, or P.O. box)		5a Street address (if different) (Do not enter a P.O. box.)																
	4b City, state, and ZIP code		5b City, state, and ZIP code																
	6 County and state where principal business is located																		
	7a Name of principal officer, general partner, grantor, owner, or trustor		7b SSN, ITIN, or EIN																
8a Type of entity (check only one box) <table style="width:100%;"><tr><td><input type="checkbox"/> Sole proprietor (SSN) _____</td><td><input type="checkbox"/> Estate (SSN of decedent) _____</td></tr><tr><td><input type="checkbox"/> Partnership</td><td><input type="checkbox"/> Plan administrator (SSN) _____</td></tr><tr><td><input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____</td><td><input type="checkbox"/> Trust (SSN of grantor) _____</td></tr><tr><td><input type="checkbox"/> Personal service corp.</td><td><input type="checkbox"/> National Guard <input type="checkbox"/> State/local government</td></tr><tr><td><input type="checkbox"/> Church or church-controlled organization</td><td><input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military</td></tr><tr><td><input type="checkbox"/> Other nonprofit organization (specify) ▶ _____</td><td><input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises</td></tr><tr><td><input type="checkbox"/> Other (specify) ▶ _____</td><td>Group Exemption Number (GEN) ▶ _____</td></tr></table>				<input type="checkbox"/> Sole proprietor (SSN) _____	<input type="checkbox"/> Estate (SSN of decedent) _____	<input type="checkbox"/> Partnership	<input type="checkbox"/> Plan administrator (SSN) _____	<input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____	<input type="checkbox"/> Trust (SSN of grantor) _____	<input type="checkbox"/> Personal service corp.	<input type="checkbox"/> National Guard <input type="checkbox"/> State/local government	<input type="checkbox"/> Church or church-controlled organization	<input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military	<input type="checkbox"/> Other nonprofit organization (specify) ▶ _____	<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises	<input type="checkbox"/> Other (specify) ▶ _____	Group Exemption Number (GEN) ▶ _____		
<input type="checkbox"/> Sole proprietor (SSN) _____	<input type="checkbox"/> Estate (SSN of decedent) _____																		
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<input type="checkbox"/> Other nonprofit organization (specify) ▶ _____	<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises																		
<input type="checkbox"/> Other (specify) ▶ _____	Group Exemption Number (GEN) ▶ _____																		
8b If a corporation, name the state or foreign country (if applicable) where incorporated <table style="width:100%;"><tr><td style="width:40%;">State</td><td style="width:40%;">Foreign country</td></tr></table>				State	Foreign country														
State	Foreign country																		
9 Reason for applying (check only one box) <table style="width:100%;"><tr><td><input type="checkbox"/> Started new business (specify type) ▶ _____</td><td><input type="checkbox"/> Banking purpose (specify purpose) ▶ _____</td></tr><tr><td><input type="checkbox"/> Hired employees (Check the box and see line 12.)</td><td><input type="checkbox"/> Changed type of organization (specify new type) ▶ _____</td></tr><tr><td><input type="checkbox"/> Compliance with IRS withholding regulations</td><td><input type="checkbox"/> Purchased going business</td></tr><tr><td><input type="checkbox"/> Other (specify) ▶ _____</td><td><input type="checkbox"/> Created a trust (specify type) ▶ _____</td></tr><tr><td></td><td><input type="checkbox"/> Created a pension plan (specify type) ▶ _____</td></tr></table>				<input type="checkbox"/> Started new business (specify type) ▶ _____	<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____	<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Changed type of organization (specify new type) ▶ _____	<input type="checkbox"/> Compliance with IRS withholding regulations	<input type="checkbox"/> Purchased going business	<input type="checkbox"/> Other (specify) ▶ _____	<input type="checkbox"/> Created a trust (specify type) ▶ _____		<input type="checkbox"/> Created a pension plan (specify type) ▶ _____						
<input type="checkbox"/> Started new business (specify type) ▶ _____	<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____																		
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10 Date business started or acquired (month, day, year)		11 Closing month of accounting year																	
12 First date wages or annuities were paid or will be paid (month, day, year). <i>Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien.</i> (month, day, year) ▶																			
13 Highest number of employees expected in the next 12 months. <i>Note: If the applicant does not expect to have any employees during the period, enter "-0-."</i> ▶		Agricultural	Household	Other															
14 Check one box that best describes the principal activity of your business. <table style="width:100%;"><tr><td><input type="checkbox"/> Construction</td><td><input type="checkbox"/> Rental & leasing</td><td><input type="checkbox"/> Transportation & warehousing</td><td><input type="checkbox"/> Health care & social assistance</td><td><input type="checkbox"/> Wholesale-agent/broker</td></tr><tr><td><input type="checkbox"/> Real estate</td><td><input type="checkbox"/> Manufacturing</td><td><input type="checkbox"/> Finance & insurance</td><td><input type="checkbox"/> Accommodation & food service</td><td><input type="checkbox"/> Wholesale-other</td></tr><tr><td colspan="3"></td><td><input type="checkbox"/> Other (specify)</td><td><input type="checkbox"/> Retail</td></tr></table>		<input type="checkbox"/> Construction	<input type="checkbox"/> Rental & leasing	<input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Health care & social assistance	<input type="checkbox"/> Wholesale-agent/broker	<input type="checkbox"/> Real estate	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Finance & insurance	<input type="checkbox"/> Accommodation & food service	<input type="checkbox"/> Wholesale-other				<input type="checkbox"/> Other (specify)	<input type="checkbox"/> Retail			
<input type="checkbox"/> Construction	<input type="checkbox"/> Rental & leasing	<input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Health care & social assistance	<input type="checkbox"/> Wholesale-agent/broker															
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			<input type="checkbox"/> Other (specify)	<input type="checkbox"/> Retail															
15 Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided.																			
16a Has the applicant ever applied for an employer identification number for this or any other business? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>Note: If "Yes," please complete lines 16b and 16c.</i>																			
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ _____ Trade name ▶ _____																			
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. <table style="width:100%;"><tr><td style="width:30%;">Approximate date when filed (mo., day, year)</td><td style="width:30%;">City and state where filed</td><td style="width:40%;">Previous EIN</td></tr></table>					Approximate date when filed (mo., day, year)	City and state where filed	Previous EIN												
Approximate date when filed (mo., day, year)	City and state where filed	Previous EIN																	
Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.																		
	Designee's name		Designee's telephone number (include area code) ()																
	Address and ZIP code		Designee's fax number (include area code) ()																
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.																			
Name and title (type or print clearly) ▶ _____																			
Signature ▶ _____ Date ▶ _____																			

Do I Need an EIN?

File Form SS-4 if the applicant entity does not already have an EIN but is required to show an EIN on any return, statement, or other document.¹ See also the separate instructions for each line on Form SS-4.

IF the applicant...	AND...	THEN...
Started a new business	Does not currently have (nor expect to have) employees	Complete lines 1, 2, 4a-6, 8a, and 9-16c.
Hired (or will hire) employees, including household employees	Does not already have an EIN	Complete lines 1, 2, 4a-6, 7a-b (if applicable), 8a, 8b (if applicable), and 9-16c.
Opened a bank account	Needs an EIN for banking purposes only	Complete lines 1-5b, 7a-b (if applicable), 8a, 9, and 16a-c.
Changed type of organization	Either the legal character of the organization or its ownership changed (e.g., you incorporate a sole proprietorship or form a partnership) ²	Complete lines 1-16c (as applicable).
Purchased a going business ³	Does not already have an EIN	Complete lines 1-16c (as applicable).
Created a trust	The trust is other than a grantor trust or an IRA trust ⁴	Complete lines 1-16c (as applicable).
Created a pension plan as a plan administrator ⁵	Needs an EIN for reporting purposes	Complete lines 1, 2, 4a-6, 8a, 9, and 16a-c.
Is a foreign person needing an EIN to comply with IRS withholding regulations	Needs an EIN to complete a Form W-8 (other than Form W-8ECI), avoid withholding on portfolio assets, or claim tax treaty benefits ⁶	Complete lines 1-5b, 7a-b (SSN or ITIN optional), 8a-9, and 16a-c.
Is administering an estate	Needs an EIN to report estate income on Form 1041	Complete lines 1, 3, 4a-b, 8a, 9, and 16a-c.
Is a withholding agent for taxes on non-wage income paid to an alien (i.e., individual, corporation, or partnership, etc.)	Is an agent, broker, fiduciary, manager, tenant, or spouse who is required to file Form 1042, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons	Complete lines 1, 2, 3 (if applicable), 4a-5b, 7a-b (if applicable), 8a, 9, and 16a-c.
Is a state or local agency	Serves as a tax reporting agent for public assistance recipients under Rev. Proc. 80-4, 1980-1 C.B. 581 ⁷	Complete lines 1, 2, 4a-5b, 8a, 9, and 16a-c.
Is a single-member LLC	Needs an EIN to file Form 8832, Classification Election, for filing employment tax returns, or for state reporting purposes ⁸	Complete lines 1-16c (as applicable).
Is an S corporation	Needs an EIN to file Form 2553, Election by a Small Business Corporation ⁹	Complete lines 1-16c (as applicable).

¹ For example, a sole proprietorship or self-employed farmer who establishes a qualified retirement plan, or is required to file excise, employment, alcohol, tobacco, or firearms returns, must have an EIN. A partnership, corporation, REMIC (real estate mortgage investment conduit), nonprofit organization (church, club, etc.), or farmers' cooperative must use an EIN for any tax-related purpose even if the entity does not have employees.

² However, do not apply for a new EIN if the existing entity only (a) changed its business name, (b) elected on Form 8832 to change the way it is taxed (or is covered by the default rules), or (c) terminated its partnership status because at least 50% of the total interests in partnership capital and profits were sold or exchanged within a 12-month period. (The EIN of the terminated partnership should continue to be used. See Regulations section 301.6109-1(d)(2)(iii).)

³ Do not use the EIN of the prior business unless you became the "owner" of a corporation by acquiring its stock.

⁴ However, IRA trusts that are required to file Form 990-T, Exempt Organization Business Income Tax Return, must have an EIN.

⁵ A plan administrator is the person or group of persons specified as the administrator by the instrument under which the plan is operated.

⁶ Entities applying to be a Qualified Intermediary (QI) need a QI-EIN even if they already have an EIN. See Rev. Proc. 2000-12.

⁷ See also Household employer on page 4. (Note: State or local agencies may need an EIN for other reasons, e.g., hired employees.)

⁸ Most LLCs do not need to file Form 8832. See Limited liability company (LLC) on page 4 for details on completing Form SS-4 for an LLC.

⁹ An existing corporation that is electing or revoking S corporation status should use its previously-assigned EIN.



Instructions for Form SS-4

(Rev. September 2003)



Department of the Treasury
Internal Revenue Service

For use with Form SS-4 (Rev. December 2001)

Application for Employer Identification Number.

Section references are to the Internal Revenue Code unless otherwise noted.

General Instructions

Use these instructions to complete **Form SS-4**, Application for Employer Identification Number. Also see **Do I Need an EIN?** on page 2 of Form SS-4.

Purpose of Form

Use Form SS-4 to apply for an employer identification number (EIN). An EIN is a nine-digit number (for example, 12-3456789) assigned to sole proprietors, corporations, partnerships, estates, trusts, and other entities for tax filing and reporting purposes. The information you provide on this form will establish your business tax account.



*An EIN is for use in connection with your business activities only. Do **not** use your EIN in place of your social security number (SSN).*

Items To Note

Apply online. You can now apply for and receive an EIN online using the internet. See **How To Apply** below.

File only one Form SS-4. Generally, a sole proprietor should file only one Form SS-4 and needs only one EIN, regardless of the number of businesses operated as a sole proprietorship or trade names under which a business operates. However, if the proprietorship incorporates or enters into a partnership, a new EIN is required. Also, each corporation in an affiliated group must have its own EIN.

EIN applied for, but not received. If you do not have an EIN by the time a return is due, write "Applied For" and the date you applied in the space shown for the number. **Do not** show your SSN as an EIN on returns.

If you do not have an EIN by the time a tax deposit is due, send your payment to the Internal Revenue Service Center for your filing area as shown in the instructions for the form that you are filing. Make your check or money order payable to the "United States Treasury" and show your name (as shown on Form SS-4), address, type of tax, period covered, and date you applied for an EIN.

How To Apply

You can apply for an EIN online, by telephone, by fax, or by mail depending on how soon you need to use the EIN. Use only one method for each entity so you do not receive more than one EIN for an entity.

Online. You can receive your EIN by internet and use it immediately to file a return or make a payment. Go to the

IRS website at www.irs.gov/businesses and click on **Employer ID Numbers** under **topics**.

Telephone. You can receive your EIN by telephone and use it immediately to file a return or make a payment. Call the IRS at **1-800-829-4933**. (International applicants must call 215-516-6999.) The hours of operation are 7:00 a.m. to 10:00 p.m. The person making the call must be authorized to sign the form or be an authorized designee. See **Signature** and **Third Party Designee** on page 6. Also see the **TIP** below.

If you are applying by telephone, it will be helpful to complete Form SS-4 before contacting the IRS. An IRS representative will use the information from the Form SS-4 to establish your account and assign you an EIN. Write the number you are given on the upper right corner of the form and sign and date it. Keep this copy for your records.

If requested by an IRS representative, mail or fax (facsimile) the signed Form SS-4 (including any Third Party Designee authorization) within 24 hours to the IRS address provided by the IRS representative.



*Taxpayer representatives can apply for an EIN on behalf of their client and request that the EIN be faxed to their **client** on the same day.*

Note: By using this procedure, you are authorizing the IRS to fax the EIN without a cover sheet.

Fax. Under the Fax-TIN program, you can receive your EIN by fax within 4 business days. Complete and fax Form SS-4 to the IRS using the Fax-TIN number listed on page 2 for your state. A long-distance charge to callers outside of the local calling area will apply. Fax-TIN numbers can only be used to apply for an EIN. **The numbers may change without notice.** Fax-TIN is available 24 hours a day, 7 days a week.

Be sure to provide your fax number so the IRS can fax the EIN back to you. **Note:** By using this procedure, you are authorizing the IRS to fax the EIN without a cover sheet.

Mail. Complete Form SS-4 at least 4 to 5 weeks before you will need an EIN. Sign and date the application and mail it to the service center address for your state. You will receive your EIN in the mail in approximately 4 weeks. See also **Third Party Designee** on page 6.

Call 1-800-829-4933 to verify a number or to ask about the status of an application by mail.

Where To Fax or File

If your principal business, office or agency, or legal residence in the case of an individual, is located in:	Call the Fax-TIN number shown or file with the "Internal Revenue Service Center" at:
Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia	Attn: EIN Operation P. O. Box 9003 Holtsville, NY 11742-9003 Fax-TIN 631-447-8960
Illinois, Indiana, Kentucky, Michigan	Attn: EIN Operation Cincinnati, OH 45999 Fax-TIN 859-669-5760
Alabama, Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, Puerto Rico, South Dakota, Tennessee, Texas, Utah, Washington, Wisconsin, Wyoming	Attn: EIN Operation Philadelphia, PA 19255 Fax-TIN 215-516-3990
If you have no legal residence, principal place of business, or principal office or agency in any state:	Attn: EIN Operation Philadelphia, PA 19255 Telephone 215-516-6999 Fax-TIN 215-516-3990

How To Get Forms and Publications

Phone. You can order forms, instructions, and publications by phone 24 hours a day, 7 days a week. Call 1-800-TAX-FORM (1-800-829-3676). You should receive your order or notification of its status within 10 workdays.

Personal computer. With your personal computer and modem, you can get the forms and information you need using the IRS website at www.irs.gov or File Transfer Protocol at <ftp.irs.gov>.

CD-ROM. For small businesses, return preparers, or others who may frequently need tax forms or publications, a CD-ROM containing over 2,000 tax products (including many prior year forms) can be purchased from the National Technical Information Service (NTIS).

To order **Pub. 1796**, Federal Tax Products on CD-ROM, call 1-877-CDFORMS (1-877-233-6767) toll free or connect to www.irs.gov/cdorders.

Tax Help for Your Business

IRS-sponsored Small Business Workshops provide information about your Federal and state tax obligations.

For information about workshops in your area, call 1-800-829-4933.

Related Forms and Publications

The following forms and instructions may be useful to filers of Form SS-4:

- **Form 990-T**, Exempt Organization Business Income Tax Return
 - **Instructions for Form 990-T**
 - **Schedule C (Form 1040)**, Profit or Loss From Business
 - **Schedule F (Form 1040)**, Profit or Loss From Farming
 - **Instructions for Form 1041 and Schedules A, B, D, G, I, J, and K-1**, U.S. Income Tax Return for Estates and Trusts
 - **Form 1042**, Annual Withholding Tax Return for U.S. Source Income of Foreign Persons
 - **Instructions for Form 1065**, U.S. Return of Partnership Income
 - **Instructions for Form 1066**, U.S. Real Estate Mortgage Investment Conduit (REMIC) Income Tax Return
 - **Instructions for Forms 1120 and 1120-A**
 - **Form 2553**, Election by a Small Business Corporation
 - **Form 2848**, Power of Attorney and Declaration of Representative
 - **Form 8821**, Tax Information Authorization
 - **Form 8832**, Entity Classification Election
- For more information about filing Form SS-4 and related issues, see:
- **Circular A**, Agricultural Employer's Tax Guide (Pub. 51)
 - **Circular E**, Employer's Tax Guide (Pub. 15)
 - **Pub. 538**, Accounting Periods and Methods
 - **Pub. 542**, Corporations
 - **Pub. 557**, Exempt Status for Your Organization
 - **Pub. 583**, Starting a Business and Keeping Records
 - **Pub. 966**, Electronic Choices for Paying ALL Your Federal Taxes
 - **Pub. 1635**, Understanding Your EIN
 - **Package 1023**, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code
 - **Package 1024**, Application for Recognition of Exemption Under Section 501(a)

Specific Instructions

Print or type all entries on Form SS-4. Follow the instructions for each line to expedite processing and to avoid unnecessary IRS requests for additional information. Enter "N/A" (nonapplicable) on the lines that do not apply.

Line 1—Legal name of entity (or individual) for whom the EIN is being requested. Enter the legal name of the entity (or individual) applying for the EIN exactly as it appears on the social security card, charter, or other applicable legal document.

Individuals. Enter your first name, middle initial, and last name. If you are a sole proprietor, enter your

individual name, not your business name. Enter your business name on line 2. Do not use abbreviations or nicknames on line 1.

Trusts. Enter the name of the trust.

Estate of a decedent. Enter the name of the estate.

Partnerships. Enter the legal name of the partnership as it appears in the partnership agreement.

Corporations. Enter the corporate name as it appears in the corporation charter or other legal document creating it.

Plan administrators. Enter the name of the plan administrator. A plan administrator who already has an EIN should use that number.

Line 2—Trade name of business. Enter the trade name of the business if different from the legal name. The trade name is the "doing business as" (DBA) name.



Use the full legal name shown on line 1 on all tax returns filed for the entity. (However, if you enter a trade name on line 2 and choose to use the trade name instead of the legal name, enter the trade name on all returns you file.) To prevent processing delays and errors, always use the legal name only (or the trade name only) on all tax returns.

Line 3—Executor, trustee, "care of" name. Trusts enter the name of the trustee. Estates enter the name of the executor, administrator, or other fiduciary. If the entity applying has a designated person to receive tax information, enter that person's name as the "care of" person. Enter the individual's first name, middle initial, and last name.

Lines 4a-b—Mailing address. Enter the mailing address for the entity's correspondence. If line 3 is completed, enter the address for the executor, trustee or "care of" person. Generally, this address will be used on all tax returns.



File Form 8822, Change of Address, to report any subsequent changes to the entity's mailing address.

Lines 5a-b—Street address. Provide the entity's physical address only if different from its mailing address shown in lines 4a-b. Do not enter a P.O. box number here.

Line 6—County and state where principal business is located. Enter the entity's primary physical location.

Lines 7a-b—Name of principal officer, general partner, grantor, owner, or trustor. Enter the first name, middle initial, last name, and SSN of (a) the principal officer if the business is a corporation, (b) a general partner if a partnership, (c) the owner of an entity that is disregarded as separate from its owner (disregarded entities owned by a corporation enter the corporation's name and EIN), or (d) a grantor, owner, or trustor if a trust.

If the person in question is an alien individual with a previously assigned individual taxpayer identification number (ITIN), enter the ITIN in the space provided and submit a copy of an official identifying document. If

necessary, complete **Form W-7**, Application for IRS Individual Taxpayer Identification Number, to obtain an ITIN.

You are **required** to enter an SSN, ITIN, or EIN unless the only reason you are applying for an EIN is to make an entity classification election (see Regulations sections 301.7701-1 through 301.7701-3) and you are a nonresident alien with no effectively connected income from sources within the United States.

Line 8a—Type of entity. Check the box that best describes the type of entity applying for the EIN. If you are an alien individual with an ITIN previously assigned to you, enter the ITIN in place of a requested SSN.



*This is not an election for a tax classification of an entity. See **Limited liability company (LLC)** on page 4.*

Other. If not specifically listed, check the "Other" box, enter the type of entity and the type of return, if any, that will be filed (for example, "Common Trust Fund, Form 1065" or "Created a Pension Plan"). Do not enter "N/A." If you are an alien individual applying for an EIN, see the **Lines 7a-b** instructions above.

- **Household employer.** If you are an individual, check the "Other" box and enter "Household Employer" and your SSN. If you are a state or local agency serving as a tax reporting agent for public assistance recipients who become household employers, check the "Other" box and enter "Household Employer Agent." If you are a trust that qualifies as a household employer, you do not need a separate EIN for reporting tax information relating to household employees; use the EIN of the trust.

- **QSub.** For a qualified subchapter S subsidiary (QSub) check the "Other" box and specify "QSub."

- **Withholding agent.** If you are a withholding agent required to file Form 1042, check the "Other" box and enter "Withholding Agent."

Sole proprietor. Check this box if you file Schedule C, C-EZ, or F (Form 1040) and have a qualified plan, or are required to file excise, employment, alcohol, tobacco, or firearms returns, or are a payer of gambling winnings. Enter your SSN (or ITIN) in the space provided. If you are a nonresident alien with no effectively connected income from sources within the United States, you do not need to enter an SSN or ITIN.

Corporation. This box is for any corporation other than a personal service corporation. If you check this box, enter the income tax form number to be filed by the entity in the space provided.



If you entered "1120S" after the "Corporation" checkbox, the corporation must file Form 2553 no later than the 15th day of the 3rd month of the tax year the election is to take effect.

Until Form 2553 has been received and approved, you will be considered a Form 1120 filer. See the Instructions for Form 2553.

Personal service corp. Check this box if the entity is a personal service corporation. An entity is a personal service corporation for a tax year only if:

- The principal activity of the entity during the testing period (prior tax year) for the tax year is the performance of personal services substantially by employee-owners, and
- The employee-owners own at least 10% of the fair market value of the outstanding stock in the entity on the last day of the testing period.

Personal services include performance of services in such fields as health, law, accounting, or consulting. For more information about personal service corporations, see the Instructions for Forms 1120 and 1120-A and Pub. 542.

Other nonprofit organization. Check this box if the nonprofit organization is other than a church or church-controlled organization and specify the type of nonprofit organization (for example, an educational organization).



*If the organization also seeks tax-exempt status, you **must** file either Package 1023 or Package 1024. See Pub. 557 for more information.*

If the organization is covered by a group exemption letter, enter the four-digit **group exemption number (GEN)**. (Do not confuse the GEN with the nine-digit EIN.) If you do not know the GEN, contact the parent organization. Get Pub. 557 for more information about group exemption numbers.

Plan administrator. If the plan administrator is an individual, enter the plan administrator's SSN in the space provided.

REMIC. Check this box if the entity has elected to be treated as a real estate mortgage investment conduit (REMIC). See the Instructions for Form 1066 for more information.

Limited liability company (LLC). An LLC is an entity organized under the laws of a state or foreign country as a limited liability company. For Federal tax purposes, an LLC may be treated as a partnership or corporation or be disregarded as an entity separate from its owner.

By **default**, a domestic LLC with only one member is **disregarded** as an entity separate from its owner and must include all of its income and expenses on the owner's tax return (e.g., **Schedule C (Form 1040)**). Also by default, a domestic LLC with two or more members is treated as a partnership. A domestic LLC may file Form 8832 to avoid either default classification and elect to be classified as an association taxable as a corporation. For more information on entity classifications (including the rules for foreign entities), see the instructions for Form 8832.



Do not file Form 8832 if the LLC accepts the default classifications above. However, if the LLC will be electing S Corporation status, it must timely file both Form 8832 and Form

2553.

Complete Form SS-4 for LLCs as follows:

- A single-member domestic LLC that accepts the default classification (above) does not need an EIN and generally should not file Form SS-4. Generally, the LLC

should use the name and EIN of its **owner** for all Federal tax purposes. However, the reporting and payment of employment taxes for employees of the LLC may be made using the name and EIN of **either** the owner or the LLC as explained in Notice 99-6. You can find Notice 99-6 on page 12 of Internal Revenue Bulletin 1999-3 at www.irs.gov/pub/irs-irbs/irb99-03.pdf. (Note: If the LLC applicant indicates in box 13 that it has employees or expects to have employees, the owner (whether an individual or other entity) of a single-member domestic LLC will also be assigned its own EIN (if it does not already have one) even if the LLC will be filing the employment tax returns.)

- A single-member, domestic LLC that accepts the default classification (above) and wants an EIN for filing employment tax returns (see above) or non-Federal purposes, such as a state requirement, must check the "Other" box and write "Disregarded Entity" or, when applicable, "Disregarded Entity—Sole Proprietorship" in the space provided.
- A multi-member, domestic LLC that accepts the default classification (above) must check the "Partnership" box.
- A domestic LLC that will be filing Form 8832 to elect corporate status must check the "Corporation" box and write in "Single-Member" or "Multi-Member" immediately below the "form number" entry line.

Line 9—Reason for applying. Check only **one** box. Do not enter "N/A."

Started new business. Check this box if you are starting a new business that requires an EIN. If you check this box, enter the type of business being started. **Do not** apply if you already have an EIN and are only adding another place of business.

Hired employees. Check this box if the existing business is requesting an EIN because it has hired or is hiring employees and is therefore required to file employment tax returns. **Do not** apply if you already have an EIN and are only hiring employees. For information on employment taxes (e.g., for family members), see Circular E.



You may be required to make electronic deposits of all depository taxes (such as employment tax, excise tax, and corporate income tax) using the Electronic Federal Tax Payment System (EFTPS). See section 11, Depositing Taxes, of Circular E and Pub. 966.

Created a pension plan. Check this box if you have created a pension plan and need an EIN for reporting purposes. Also, enter the type of plan in the space provided.



Check this box if you are applying for a trust EIN when a new pension plan is established. In addition, check the "Other" box in line 8a and write "Created a Pension Plan" in the space provided.

Banking purpose. Check this box if you are requesting an EIN for banking purposes only, and enter the banking purpose (for example, a bowling league for

depositing dues or an investment club for dividend and interest reporting).

Changed type of organization. Check this box if the business is changing its type of organization. For example, the business was a sole proprietorship and has been incorporated or has become a partnership. If you check this box, specify in the space provided (including available space immediately below) the type of change made. For example, "From Sole Proprietorship to Partnership."

Purchased going business. Check this box if you purchased an existing business. **Do not** use the former owner's EIN unless you became the "owner" of a corporation by acquiring its stock.

Created a trust. Check this box if you created a trust, and enter the type of trust created. For example, indicate if the trust is a nonexempt charitable trust or a split-interest trust.

Exception. Do not file this form for certain grantor-type trusts. The trustee does not need an EIN for the trust if the trustee furnishes the name and TIN of the grantor/owner and the address of the trust to all payors. See the Instructions for Form 1041 for more information.



Do not check this box if you are applying for a trust EIN when a new pension plan is established. Check "Created a pension plan."

Other. Check this box if you are requesting an EIN for any other reason; and enter the reason. For example, a newly-formed state government entity should enter "Newly-Formed State Government Entity" in the space provided.

Line 10—Date business started or acquired. If you are starting a new business, enter the starting date of the business. If the business you acquired is already operating, enter the date you acquired the business. If you are changing the form of ownership of your business, enter the date the new ownership entity began. Trusts should enter the date the trust was legally created. Estates should enter the date of death of the decedent whose name appears on line 1 or the date when the estate was legally funded.

Line 11—Closing month of accounting year. Enter the last month of your accounting year or tax year. An accounting or tax year is usually 12 consecutive months, either a calendar year or a fiscal year (including a period of 52 or 53 weeks). A calendar year is 12 consecutive months ending on December 31. A fiscal year is either 12 consecutive months ending on the last day of any month other than December or a 52-53 week year. For more information on accounting periods, see Pub. 538.

Individuals. Your tax year generally will be a calendar year.

Partnerships. Partnerships must adopt one of the following tax years:

- The tax year of the majority of its partners,
- The tax year common to all of its principal partners,
- The tax year that results in the least aggregate deferral of income, or
- In certain cases, some other tax year.

See the Instructions for Form 1065 for more information.

REMICs. REMICs must have a calendar year as their tax year.

Personal service corporations. A personal service corporation generally must adopt a calendar year unless:

- It can establish a business purpose for having a different tax year, or
- It elects under section 444 to have a tax year other than a calendar year.

Trusts. Generally, a trust must adopt a calendar year except for the following:

- Tax-exempt trusts,
- Charitable trusts, and
- Grantor-owned trusts.

Line 12—First date wages or annuities were paid or will be paid. If the business has or will have employees, enter the date on which the business began or will begin to pay wages. If the business does not plan to have employees, enter "N/A."

Withholding agent. Enter the date you began or will begin to pay income (including annuities) to a nonresident alien. This also applies to individuals who are required to file Form 1042 to report alimony paid to a nonresident alien.

Line 13—Highest number of employees expected in the next 12 months. Complete each box by entering the number (including zero ("0-")) of "Agricultural," "Household," or "Other" employees expected by the applicant in the next 12 months. For a definition of agricultural labor (farmwork), see Circular A.

Lines 14 and 15. Check the **one** box in line 14 that best describes the principal activity of the applicant's business. Check the "Other" box (and specify the applicant's principal activity) if none of the listed boxes applies.

Use line 15 to describe the applicant's principal line of business in more detail. For example, if you checked the "Construction" box in line 14, enter additional detail such as "General contractor for residential buildings" in line 15.

Construction. Check this box if the applicant is engaged in erecting buildings or other structures, (e.g., streets, highways, bridges, tunnels). The term "Construction" also includes special trade contractors, (e.g., plumbing, HVAC, electrical, carpentry, concrete, excavation, etc. contractors).

Real estate. Check this box if the applicant is engaged in renting or leasing real estate to others; managing, selling, buying or renting real estate for others; or providing related real estate services (e.g., appraisal services).

Rental and leasing. Check this box if the applicant is engaged in providing tangible goods such as autos, computers, consumer goods, or industrial machinery and equipment to customers in return for a periodic rental or lease payment.

Manufacturing. Check this box if the applicant is engaged in the mechanical, physical, or chemical transformation of materials, substances, or components

into new products. The assembling of component parts of manufactured products is also considered to be manufacturing.

Transportation & warehousing. Check this box if the applicant provides transportation of passengers or cargo; warehousing or storage of goods; scenic or sight-seeing transportation; or support activities related to these modes of transportation.

Finance & insurance. Check this box if the applicant is engaged in transactions involving the creation, liquidation, or change of ownership of financial assets and/or facilitating such financial transactions; underwriting annuities/insurance policies; facilitating such underwriting by selling insurance policies; or by providing other insurance or employee-benefit related services.

Health care and social assistance. Check this box if the applicant is engaged in providing physical, medical, or psychiatric care using licensed health care professionals or providing social assistance activities such as youth centers, adoption agencies, individual/family services, temporary shelters, etc.

Accommodation & food services. Check this box if the applicant is engaged in providing customers with lodging, meal preparation, snacks, or beverages for immediate consumption.

Wholesale—agent/broker. Check this box if the applicant is engaged in arranging for the purchase or sale of goods owned by others or purchasing goods on a commission basis for goods traded in the wholesale market, usually between businesses.

Wholesale—other. Check this box if the applicant is engaged in selling goods in the wholesale market generally to other businesses for resale on their own account.

Retail. Check this box if the applicant is engaged in selling merchandise to the general public from a fixed store; by direct, mail-order, or electronic sales; or by using vending machines.

Other. Check this box if the applicant is engaged in an activity not described above. Describe the applicant's principal business activity in the space provided.

Lines 16a-c. Check the applicable box in line 16a to indicate whether or not the entity (or individual) applying for an EIN was issued one previously. Complete lines 16b and 16c **only** if the "Yes" box in line 16a is checked. If the applicant previously applied for **more than one** EIN, write "See Attached" in the empty space in line 16a and attach a separate sheet providing the line 16b and 16c information for each EIN previously requested.

Third Party Designee. Complete this section **only** if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of Form SS-4. The designee's authority terminates at the time the EIN is assigned and released to the designee. **You must complete the signature area for the authorization to be valid.**

Signature. When required, the application must be signed by (a) the individual, if the applicant is an individual, (b) the president, vice president, or other

principal officer, if the applicant is a corporation, (c) a responsible and duly authorized member or officer having knowledge of its affairs, if the applicant is a partnership, government entity, or other unincorporated organization, or (d) the fiduciary, if the applicant is a trust or an estate. Foreign applicants may have any duly-authorized person, (e.g., division manager), sign Form SS-4.

Privacy Act and Paperwork Reduction Act Notice.

We ask for the information on this form to carry out the Internal Revenue laws of the United States. We need it to comply with section 6109 and the regulations thereunder which generally require the inclusion of an employer identification number (EIN) on certain returns, statements, or other documents filed with the Internal Revenue Service. If your entity is required to obtain an EIN, you are required to provide all of the information requested on this form. Information on this form may be used to determine which Federal tax returns you are required to file and to provide you with related forms and publications.

We disclose this form to the Social Security Administration for their use in determining compliance with applicable laws. We may give this information to the Department of Justice for use in civil and criminal litigation, and to the cities, states, and the District of Columbia for use in administering their tax laws. We may also disclose this information to Federal and state agencies to enforce Federal nontax criminal laws and to combat terrorism.

We will be unable to issue an EIN to you unless you provide all of the requested information which applies to your entity. Providing false information could subject you to penalties.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping	6 min.
Learning about the law or the form	22 min.
Preparing the form	46 min.
Copying, assembling, and sending the form to the IRS	20 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Products Coordinating Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **Do not** send the form to this address. Instead, see **How To Apply** on page 1.

Entity Classification Election

OMB No. 1545-1516

Please Type or Print	Name of entity	Employer identification number (EIN)
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country.	

1 Type of election (see instructions):

- a** ☐ Initial classification by a newly-formed entity (or change in current classification of an existing entity to take effect on January 1, 1997)
- b** ☐ Change in current classification (to take effect later than January 1, 1997)

2 Form of entity (see instructions):

- a** ☐ A domestic eligible entity electing to be classified as an association taxable as a corporation.
- b** ☐ A domestic eligible entity electing to be classified as a partnership.
- c** ☐ A domestic eligible entity with a single owner electing to be disregarded as a separate entity.
- d** ☐ A foreign eligible entity electing to be classified as an association taxable as a corporation.
- e** ☐ A foreign eligible entity electing to be classified as a partnership.
- f** ☐ A foreign eligible entity with a single owner electing to be disregarded as a separate entity.

3 Election is to be effective beginning (month, day, year) (see instructions) ▶ / /

4 Name and title of person whom the IRS may call for more information

5 That person's telephone number

Consent Statement and Signature(s) (see instructions)

Under penalties of perjury, I (we) declare that I (we) consent to the election of the above-named entity to be classified as indicated above, and that I (we) have examined this consent statement, and to the best of my (our) knowledge and belief, it is true, correct, and complete. If I am an officer, manager, or member signing for all members of the entity, I further declare that I am authorized to execute this consent statement on their behalf.

Signature(s)	Date	Title

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Paperwork Reduction Act Notice

We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

Recordkeeping . . . 1 hr., 20 min.

Learning about the law or the form . . . 1 hr., 41 min.

Preparing and sending the form to the IRS . . . 17 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **DO NOT** send the form to this address. Instead, see **Where To File** on page 3.

Purpose of Form

For Federal tax purposes, certain business entities automatically are classified as corporations. See items **1** and **3** through **8** under the definition of corporation on this page. Other business entities may choose how they are classified for Federal tax purposes. Except for a business entity automatically classified as a corporation, a business entity with at least two

members can choose to be classified as either an association taxable as a corporation or a partnership, and a business entity with a single member can choose to be classified as either an association taxable as a corporation or disregarded as an entity separate from its owner.

Generally, an eligible entity that does not file this form will be classified under the default rules described below. An eligible entity that chooses not to be classified under the default rules or that wishes to change its current classification must file Form 8832 to elect a classification. The IRS will use the information entered on this form to establish the entity's filing and reporting requirements for Federal tax purposes.

Default Rules

Existing entity default rule.—

Certain domestic and foreign entities that are already in existence before January 1, 1997, and have an established Federal tax classification, generally do not need to make an election to continue that classification. However, for an eligible entity with a single owner that claimed to be a partnership under the law in effect before January 1, 1997, that entity will now be disregarded as an entity separate from its owner. If an existing entity decides to change its classification, it may do so subject to the rules in Regulations section 301.7701-3(c)(1)(iv). A foreign eligible entity is treated as being in existence prior to the effective date of this section only if the entity's classification is relevant at any time during the 60 months prior to January 1, 1997.

Domestic default rule.—Unless an election is made on Form 8832, a domestic eligible entity is:

1. A partnership if it has two or more members.
2. Disregarded as an entity separate from its owner if it has a single owner.

Foreign default rule.—Unless an election is made on Form 8832, a foreign eligible entity is:

1. A partnership if it has two or more members and at least one member does not have limited liability.

2. An association if all members have limited liability.

3. Disregarded as an entity separate from its owner if it has a single owner that does not have limited liability.

Definitions

Business entity.—A business entity is any entity recognized for Federal tax purposes that is not properly classified as a trust under Regulations section 301.7701-4 or otherwise subject to special treatment under the Code. See Regulations section 301.7701-2(a).

Corporation.—For Federal tax purposes, a corporation is any of the following:

1. A business entity organized under a Federal or state statute, or under a statute of a federally recognized Indian tribe, if the statute describes or refers to the entity as incorporated or as a corporation, body corporate, or body politic.

2. An association (as determined under Regulations section 301.7701-3).

3. A business entity organized under a state statute, if the statute describes or refers to the entity as a joint-stock company or joint-stock association.

4. An insurance company.

5. A state-chartered business entity conducting banking activities, if any of its deposits are insured under the Federal Deposit Insurance Act, as amended, 12 U.S.C. 1811 et seq., or a similar Federal statute.

6. A business entity wholly owned by a state or any political subdivision thereof.

7. A business entity that is taxable as a corporation under a provision of the Code other than section 7701(a)(3).

8. A foreign business entity listed in Regulations section 301.7701-2(b)(8). However, a foreign business entity listed in those regulations generally will not be treated as a corporation if all of the following apply:

- a. The entity was in existence on May 8, 1996.

b. The entity's classification was relevant (as defined below) on May 8, 1996.

c. No person (including the entity) for whom the entity's classification was relevant on May 8, 1996, treats the entity as a corporation for purposes of filing that person's Federal income tax returns, information returns, and withholding documents for the tax year including May 8, 1996.

d. Any change in the entity's claimed classification within the 60 months prior to May 8, 1996, was a result of a change in the organizational documents of the entity, and the entity and all members of the entity recognized the Federal tax consequences of any change in the entity's classification within the 60 months prior to May 8, 1996.

e. The entity had a reasonable basis (within the meaning of section 6662) for treating the entity as other than a corporation on May 8, 1996.

f. Neither the entity nor any member was notified in writing on or before May 8, 1996, that the classification of the entity was under examination (in which case the entity's classification will be determined in the examination).

Binding contract rule.—If a foreign business entity described in Regulations section 301.7701-2(b)(8)(i) is formed after May 8, 1996, under a written binding contract (including an accepted bid to develop a project) in effect on May 8, 1996, and all times thereafter, in which the parties agreed to engage (directly or indirectly) in an active and substantial business operation in the jurisdiction in which the entity is formed, **8** on page 2 is applied by substituting the date of the entity's formation for May 8, 1996.

Eligible entity.—An eligible entity is a business entity that is not included in items **1** or **3** through **8** under the definition of corporation on page 2.

Limited liability.—A member of a foreign eligible entity has limited liability if the member has no personal liability for any debts of or claims against the entity by reason of being a member. This determination is based solely on the statute or law under which the entity is organized (and, if relevant, the entity's organizational documents). A member has personal liability if the creditors of the entity may seek satisfaction of all or any part of the debts or claims against the entity from the member as such. A member has personal liability even if the member makes an agreement under which another person (whether or not a member of the entity) assumes that liability or agrees to indemnify that member for that liability.

Partnership.—A partnership is a business entity that has **at least** two members and is not a corporation as defined on page 2.

Relevant.—A foreign eligible entity's classification is relevant when its classification affects the liability of any person for Federal tax or information purposes. The date the classification of a foreign eligible entity is relevant is the date an event occurs that creates an obligation to file a Federal tax return, information return, or statement for which the classification of the entity must be determined.

Effect of Election

The resulting tax consequences of a change in classification remain the same no matter how a change in entity classification is achieved. For example, if an organization classified as an association elects to be classified as a partnership, the organization and its owners must recognize gain, if any, under the rules applicable to liquidations of corporations.

Who Must File

File this form for an **eligible entity** that is one of the following:

- A domestic entity electing to be classified as an association taxable as a corporation.

- A domestic entity electing to change its current classification (even if it is currently classified under the default rule).

- A foreign entity that has more than one owner, all owners have limited liability, and it elects to be classified as a partnership.

- A foreign entity that has at least one owner without limited liability, and it elects to be classified as an association taxable as a corporation.

- A foreign entity with a single owner having limited liability, and it elects to have the entity disregarded as an entity separate from its owner.

- A foreign entity electing to change its current classification (even if it is currently classified under the default rule).

Do not file this form for an eligible entity that is:

- Tax-exempt under section 501(a), or

- A real estate investment trust (REIT), as defined in section 856.

When To File

See the instructions for line 3.

Where To File

File Form 8832 with the Internal Revenue Service Center, Philadelphia, PA 19255. Also attach a copy of Form 8832 to the entity's Federal income tax or information return for the tax year of the election. If the entity is not required to file a return for that year, a copy of its Form 8832 must be attached to the Federal income tax or information returns of all direct or indirect owners of the entity for the tax year of the owner that includes the date on which the election took effect. Although failure to attach a copy will not invalidate an otherwise valid election, each member of the entity is required to file returns that are consistent with the entity's election. In addition, penalties may be assessed against persons who are required to, but who do not, attach Form 8832 to their returns. Other penalties may apply for filing Federal income tax or information returns inconsistent with the entity's election.

Specific Instructions

Employer Identification Number (EIN)

Show the correct EIN on Form 8832. If the entity does not have an EIN, it generally must apply for one on **Form SS-4**, Application for Employer Identification Number. If the filing of Form 8832 is the only reason the entity is applying for an EIN, check the "Other" box on line 9 of Form SS-4 and write "Form 8832" to the right of that box. If the entity has not received an EIN by the time Form 8832 is due, write "Applied for" in the space for the EIN. **Do not** apply for a new EIN for an existing entity that is changing its classification. If you are electing to disregard an entity as separate from its owner, enter the owner's EIN.

Address

Include the suite, room, or other unit number after the street address. If the Post Office does not deliver mail to the street address and the entity has a P.O. box, show the box number instead of the street address.

Line 1

Check box 1a if the entity is choosing a classification for the first time **and** the entity does not want to be classified under the applicable default classification. **Do not** file this form if the entity wants to be classified under the default rules.

Check box 1b if the entity is changing its current classification to take effect later than January 1, 1997, whether or not the entity's current classification is the default classification. However, once an eligible entity makes an election to change its classification (other than an election made by an existing entity to change its classification as of January 1, 1997), the entity cannot change its classification by election again during the 60 months after the effective date of the election. However, the IRS may permit (by private letter ruling) the entity to change its classification by election within the 60-month period if more than 50% of the ownership interests in the entity as of the effective date of the election are owned by persons that did not own any interests in the entity on the effective date of the entity's prior election.

Line 2

Check the appropriate box if you are changing a current classification (no matter how achieved), or are electing out of a default classification. **Do not** file this form if you fall within a default classification that is the desired classification for the new entity.

Line 3

Generally, the election will take effect on the date you enter on line 3 of this form or on the date filed if no date is entered on line 3. However, an election specifying an entity's classification for Federal tax

purposes can take effect no more than 75 days prior to the date the election is filed, nor can it take effect later than 12 months after the date on which the election is filed. If line 3 shows a date more than 75 days prior to the date on which the election is filed, the election will take effect 75 days before the date it is filed. If line 3 shows an effective date more than 12 months from the filing date, the election will take effect 12 months after the date the election was filed.

Regardless of the date filed, an election will in no event take effect before January 1, 1997.

Consent Statement and Signatures

Form 8832 must be signed by:

1. Each member of the electing entity who is an owner at the time the election is filed; or
2. Any officer, manager, or member of the electing entity who is authorized (under local law or the organizational documents) to make the election and who represents to having such authorization under penalties of perjury.

If an election is to be effective for any period prior to the time it is filed, each person who was an owner between the date the election is to be effective and the date the election is filed, and who is not an owner at the time the election is filed, must also sign.

If you need a continuation sheet or use a separate consent statement, attach it to Form 8832. The separate consent statement must contain the same information as shown on Form 8832.



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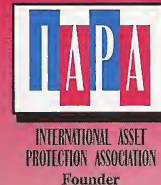
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Because we appreciate your business we would like to give you the opportunity to help us help your friends and relatives, while at the same time, helping yourself.

Who do you know who could benefit from the **privacy, anonymity, asset protection and thousands of dollars in potential tax savings** of a **corporation**? Who would be well served by the security, income spreading and estate planning offered by a **corporation**? Who has a business that could be paying less in taxes by doing business as a **limited liability company**? Who do you know who would like to **keep** more of his or her estate from being **eaten up by probate fees**?

We will pay you **10%** of the cost of the entities ordered by a referral from you (an average of about \$200 to you per package). (Please let us know in advance that the referral was from you.) For example when your friend or relative orders a Nevada Corporate Headquarters® package and corporate services totalling \$2000, we will say "thank you" by sending you a check for \$200. Best of all, **your enrollment in the program is FREE.**

My father always told me that the best advertising is through word of mouth. Moreover, that word of mouth advertising is best generated by taking good care of your customers and doing a remarkable job. We believe this 100% and strive to provide the best entities available at a fair price.

Our two important mottoes are "We incorporate for less" and "Your satisfaction is our goal." All of our entities, when properly formed and utilized, have the ability to save you, your friends and family much more than the comparatively small cost of ordering such entity. So, **why not give those you know and care about the opportunity for tax savings and asset protection that they deserve?**

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You can also enroll on our website, at www.companiesinc.com

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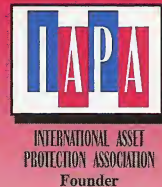
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INDEPENDENT AFFILIATE AGREEMENT

This Agreement is entered into this _____ day of _____ 20 ____, between Companies Incorporated (CI), with offices located at 23120 W Lyons Avenue Suite 5 #223, Santa Clarita, CA 91321 (and Nevada office of 1802 N Carson Street, Suite 212, Carson City, Nevada 89701), and (write your name here) _____,

hereinafter referred to as Affiliate, located at, (write your address here) _____

This Agreement contemplates a positive working relationship between CI and the Affiliate that is profitable to both Parties. The essential nature of this relationship will be that of Affiliate working as an independent contractor, referring business leads to CI. CI will then compensate Affiliate for said leads on the basis of the accompanying Addendum of Compensation, attached hereto and incorporated as a part of this Agreement by this reference.

In order to protect the interests of Affiliate, CI agrees to provide Affiliate with a Lead Tracking Report. This report will list, 1) all leads received by CI from Affiliate. 2) all leads resulting in the closure of sales by CI and 3) all commissionable amounts as these may be determined by the provisions of the attached Addendum of Compensation. Affiliate is entitled to verification of the Report by means of direct contact with leads provided by it to CI. In those instances in which Affiliate may find that sales have been made but not reported, CI agrees to rectify this situation upon submission of proof by Affiliate.

During the course of this Agreement, Affiliate may be privy to or directly working with proprietary information, which is critical to the successful conduct of business by CI and the maintenance and improvement of its competitive position within this industry. Affiliate agrees hereby that all such information will be treated with strictest confidence and may not be used at any time or in any Manner in work you may do with companies, persons or entities outside of CI. Such information includes, but is not limited to trade secrets, copyrights and trademark protections, asset protection strategies as taught and implemented by CI, tax planning information and strategies, methods and procedures of doing business and the provision of services to clients. This paragraph shall survive the termination of this agreement.

If Affiliate and CI agree to establish an electronic means for the transmission of sales leads and or other information via the Internet, CI agrees that such transmissions may be conducted by means of secure web site linkages, provided by CI.

Affiliate acknowledges and agrees that in particular all information having to do with the clients/ customers of CI including but not limited to names, addresses, telephone numbers and other contact information, is well as any other personal or business related information, as it may exist from time to time is a valuable and unique proprietary asset of CI. Accordingly, Affiliate shall not during or after the term of this Agreement, disclose the list of CI clients/customers or any portion thereof to any person, firm, corporation, association or other entity for any reason or purpose whatsoever. In the event of a breach or threatened breach by the Affiliate of the provisions of this paragraph, CI shall be entitled to, and Affiliate agrees to be bound by an injunction restraining Affiliate from disclosing, in whole or in part, the list of CI's clients/customers or from rendering any services to any person, firm, corporation, association or other entity to whom such list, in whole or in part, has been disclosed or is threatened to be disclosed. Nothing herein shall be construed as prohibiting CI from pursuing any other remedies available to it for such breach or threatened breach, including the recovery of damages from Affiliate. This paragraph shall survive the termination of this agreement.

Affiliate acknowledges that the services to be rendered by him or her are unique to this Agreement and personal to CI. Accordingly, Affiliate may not assign any of his or her rights or delegate any of his or her duties or obligations under this Agreement without the prior written authorization of CI. The rights and obligations of CI under this agreement shall inure to the benefit of and shall be binding upon the successors in interest and/or the assigns of CI.

Affiliate agrees that as a matter of his/ her being engaged as an independent contractor that he/ she shall be treated as such for all purposes, including, but not limited to, federal and state taxation, withholding, unemployment insurance and worker's compensation. This Agreement does not contemplate that Affiliate will be entitled to such benefits as may be offered to employees of CI, including unemployment insurance, medical insurance, pension plans, and/or other benefits. Affiliate acknowledges and agrees that as an independent contractor, Affiliate is not entitled to and may not represent himself / herself as an employee of CI in any capacity. Affiliate specifically understands and agrees hereby that he/ she shall assume all responsibility, legal or otherwise for representations, claims, and promises made to clients or potential clients of CI.

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Any notice required or desired to be given under this agreement shall be deemed given if in writing sent by certified mail to his or her principal office or place of business, as listed herein above.

This agreement contains the entire understanding of the Parties. It may not be changed orally but only by an agreement in writing signed by the party against whom enforcement of any waiver change, modification extension or discharge is sought.

The term of this Agreement shall be for a period of one year (1), to commence from the date of signing by Affiliate, as listed below. This Agreement shall be renewable upon written notice by the Parties for Subsequent periods of one (1) year. Either Party may terminate this Agreement upon 45 days written notice to the other Party.

In the event of it dispute as to the meaning of any of the terms and provisions of this Agreement, or in the event of litigation, all such issues shall be resolved according to the laws of the State of California, County of Los Angeles, in a Court of competent jurisdiction therein or other jurisdiction as chosen by C.I.

If any part of this Agreement is deemed invalid, the remainder of the Agreement shall remain in force.

If you agree to the above terms, please sign and return one copy of this Agreement for our records.

Signed:

By affiliate

Date

ADDENDUM OF COMPENSATION

This Addendum of Compensation will memorialize the specific terms of compensation agreed upon by CI and (write your name here) _____ (hereinafter referred to as "Affiliate"). This Addendum is made a part of the Independent Affiliate Agreement entered into and signed by the Parties thereto on _____, 20____.

1. Services to be Performed by Affiliate: Affiliate agrees that the specific services to be performed by it include providing CI with sales leads. Such leads shall include any and all information necessary for CI to contact said leads and present to them services and products sold or otherwise offered by CI to potential clients. Affiliate agrees that said leads are to be found and provided to CI at Affiliate's sole cost.

2. Referral Fee: CI agrees to pay to Affiliate, a Referral Fee in the amount of 10% of the fees paid to CI by any lead provided to CI by Affiliate. Affiliate and CI. specifically agree that any Referral Fee will be based on only those leads resulting in actual sales of products and services by CI to leads provided to CI by Affiliate.

3. Cross-Marketing Conditions: CI and Affiliate agree hereby that each will provide marketing opportunities for the other. These opportunities to include but are not limited to the inclusion of the other's printed materials in promotional and marketing mailings and web presence.

- a. Postage Costs: Each Party agrees to pay its own postage necessary to mail printed materials in any direct mailings undertaken. CI can mail printed material, at CI's cost, to leads provided by Affiliate.
- b. Telephone Charges: Each party agrees to pay for any and all of its own telephone charges, including long-distance costs, incurred in the fulfillment of its obligations under the provisions of the Agreement.

4. Web Links: CI agrees to create and provide to Affiliate, a coded link that Affiliate may use in its Internet web site that will allow users of Affiliate's web site to link directly to CI's web site. The coded link will allow the fames to track the number of visitors that actually link to CI and purchase products and/or services on-line.

5. CI agrees, if Affiliate so desires, that it may provide Affiliate, design services for Affiliate's ad, to be included on CI's web site.

Signed:

By CI

Date

By Affiliate

Date

Office use only.

Reviewed and approved by CI _____

Affiliate number CI _____

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**Corporate
Records Book
of**

**CENTAUR GIRL PRODUCTIONS,
INC.**

CENTAUR GIRL PRODUCTIONS, INC.

Corporate Summary as of

1. STATE OF INCORPORATION
2. DATE OF INCORPORATION
3. ADDRESS OF PRINCIPAL EXECUTIVE OFFICES
4. NAME(S) OF INCUMBENT DIRECTOR(S)
5. NAME(S) OF INCUMBENT OFFICER(S)
 - President:
 - Vice-President:
 - Vice-President:
 - Secretary:
 - Assistant Secretary:
 - Treasurer:
6. NAME OF BANK
7. NAME(S) OF AUTHORIZED CHECK SIGNER(S)

(see next page)

8. NUMBER AND PAR VALUE OF AUTHORIZED SHARES

9.	NAME(S)	SHAREHOLDER(S) NUMBER OF SHARES
----	---------	------------------------------------

10. DATE OF ANNUAL SHAREHOLDERS' MEETING

11. FISCAL YEAR ENDS

12. NAME AND ADDRESS OF ACCOUNTANT

MINUTES

AND

BY-LAWS

OF THE MEETINGS

OF

INCORPORATED UNDER THE LAWS OF

The State of
California

INTRODUCTION

CORPORATE BYLAWS

The following form of By-laws have been prepared to provide for usual voting provisions and majority quorum for stockholders and directors of a corporation. Also included are usual provisions for removal of officers and directors, and a majority vote for amendments to these By-laws.

It has been recognized that you may want in a given case to vary these provisions. Reference has been made in the Bylaw sections which may most likely be considered for revision and language has been included to reference a possible amendment to that particular section.

BY-LAWS

OF

ARTICLE I - OFFICES

The principal offices of the corporation in the State of California shall be located in the city/town of _____, in the County of _____. The corporation may, as the Board of Directors may designate or as the business of the corporation may from time to time require, have such other offices within or without of the state of incorporation

ARTICLE II – BOARD OF DIRECTORS

1. GENERAL POWERS

The directors shall in all cases act as a board. The board shall have the responsibility of managing and controlling the affairs, property and business of the corporation. The duties include the power to (a) appoint any person or persons to be agents of the corporation, with the power to sub-delegate, with such terms as it sees fit; (b) appoint any person or persons to accept and hold in trust for the corporation any property belonging to the corporation or in which it has an interest and cause such instruments to be executed, and do and cause such things to be done as it may deem requisite, in relation to any such trust; (c) appoint any officer, permanently or temporarily as it deems necessary, to perform the duties and have the powers of any other officer; (d) appoint, remove or suspend to determine their duties, fix and, as it sees fit, change their salaries and compensation; (e) authorize shares of the corporation to be issued at its discretion and for such considerations as the board may determine, and as may be permitted by law; and (f) determine the amounts to be distributed as dividends.

2. NUMBER OF DIRECTORS

The number of directors of the corporation shall be not less than three, but may be more as may be determined and elected by the voting shareholders of the corporation at the annual meeting of the stockholders, provided however that the number of directors may be less than three but not less than

two whenever there shall be only two stockholders, and not less than one whenever there shall be a single stockholder, or the corporation shall not have issued any of its shares.

3. TERM OF OFFICE

Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and qualified.

4. INCREASE OR DECREASE

The stockholders of the corporation may at any meeting increase or decrease the number of directors within the provisions set up in Section 2. If the number of directors is to be increased, the additional directors shall be elected by the shareholders and take office at the meeting authorizing the increase. If the number of directors is to be decreased, the decrease shall become effective to the extent made possible by vacancies in the Board of Directors or by resignations and no director may be removed solely for the purpose of effecting such decrease.

5. VACANCIES

If a vacancy or vacancies occur in the membership of the board, for any reason, other than through removal by stockholder action, at any time when a stockholders meeting is not in session, the remaining directors or director may, quorum requirements notwithstanding, elect by majority vote, a successor or successors, to hold office until the next annual stockholders meeting and until their successors are elected.

6. REMOVAL OF DIRECTORS

At a stockholders meeting called at least in part for the purpose of removing a director or directors, a director or directors may be removed with cause by the board or with or without cause by a majority vote by shareholders holding voting class stock. Removal may be effected with cause only after reasonable notice to each director proposed to be removed and the opportunity to be heard by the body proposing removal.

7. MEETINGS OF THE BOARD

A regular meeting of the directors shall be held at the principal offices of the corporation or at such other place as may be fixed by resolution of the board and at such date and time as may be fixed by resolution of the board. No notice need be given for regularly scheduled meetings of the board as set up in the resolutions called for above. An annual meeting of the board may be called without notice immediately after the annual meeting of the stockholders. Special meetings may be held at the request of the President, Vice President, Clerk or any two Directors by giving written notice not less than two days before the meeting. Notice must include the date, time and place of any such

meeting and be served to each director via personal delivery, telegraph or U.S. Mail. The attendance of a director at a meeting constitutes a waiver of notice of such meeting, unless the express purpose of a director's attendance is to protest, before or at the commencement of said meeting, the transaction of any business because the meeting is not lawfully called or convened.

8. COMMITTEES

The Board of Directors may, by resolution, elect from among its members a committee, executive or other, which will have such powers as the board as the board sees fit or as permitted by law. A majority of any such committee may fix at time and date of any of its meetings. Each such committee shall serve at the pleasure of the Board of Directors.

9. QUORUM

Unless otherwise provided by resolution of the Board of Directors, a majority of the members of the board acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if less than a majority of the board is present at a meeting, a majority of the directors present may adjourn the meeting, without further notice, from time to time, when a quorum is not present at any such meeting.

10. ACTING MANNER OF THE BOARD

The members of the Board of Directors or of any committee commissioned by the board may participate in and be counted present at any such meeting at which contact is made via video conference system, a conference telephone or similar communications equipment where, by the use of such equipment, all persons participating in any such meeting can hear each other at the same time. The act of the majority of the members of the board present at a meeting at which a quorum exists shall be the act of the board.

11. CHAIRMAN

The Board of Directors may, from their number, elect a chairman of the board who shall preside at all meetings of the board and may have such additional responsibilities and powers as may from time to time be vested in him by resolution of the board.

ARTICLE III - OFFICERS

1. NUMBER

The officers of the corporation shall each be elected by the Board of Directors and shall be a President, a Treasurer and a Clerk. The board, as it deems necessary, may from time to time elect one or more Vice-Presidents, Assistant Treasurers, Assistant Clerks, agents, employees and a Secretary.

2. TERM OF OFFICE

The officers of the corporation shall be elected annually by the Board of Directors. Each of the above named officers shall serve until his successor shall have been duly elected and qualified.

3. RESIGNATION

Any officer or director may resign at any time he sees fit to do so by giving notice in writing to the president, secretary or clerk, or by delivering such notice to the principal offices of the corporation.

4. REMOVAL

Any officer may be removed, with or without cause, as provided by law, by the Board of Directors if it is, in the judgement of the board, that the removal of such officer is in the best interest of the corporation.

5. NOTICE

If the removal of any officer be proposed for cause, reasonable notice shall be provided to such officer and he shall be given an opportunity to be heard by the Board of Directors.

6. VACANCIES

A vacancy in any office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term.

7. PRESIDENT

The president shall be the chief executive officer of the corporation and, unless otherwise determined by resolution of the Board of Directors, have charge and control of the business and affairs of the corporation. The president shall, when present, preside over all stockholders meetings and, unless a chairman has been elected by the Board of Directors, preside over all meetings of the Board of Directors. It shall be the responsibility of the president to, as soon as possible after the end of each fiscal year, to submit a report the directors of the operations of the corporation and its affairs. The president shall perform all duties incident to the office of president and such other duties as may from time to time be designated by the board.

8. VICE-PRESIDENT

Each vice-president shall perform the duties and have the powers as the Board of Directors may from time to time designate. In the absence of the president or if he is unable or unwilling to perform his duties the vice-president, if only one, or such vice-president, if more than one, who is so designated by the board will assume the duties and responsibilities of the president.

9. TREASURER

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and shall deposit all monies and valuable effects in the name and to the credit of the corporation in such banks and other depositories as shall be authorized by the Board of Directors.

If required by the board the treasurer shall give a bond for the faithful discharge of his duties in such amount and with such surety as the board shall determine. The treasurer shall perform all duties as stated above in addition to any additional duties or powers as the board may from time to time so designate to him.

10. ASSISTANT TREASURER

Each assistant treasurer shall perform the duties and have the powers as the Board of Directors may from time to time designate. In the absence of the treasurer or if he is unable or unwilling to perform his duties the assistant treasurer, if only one, or such assistant treasurer, if more than one, who is so designated by the board will assume the duties and responsibilities of the treasurer.

11. CLERK

The clerk shall, unless the corporation has designated a resident agent in the manner provided by law, be a resident of the State of Incorporation. It shall be his duty, if there be no secretary, of the board, to record in books kept for the purpose all votes and proceedings of the stockholders. Unless the Board of Directors shall appoint a transfer agent and/or registrar or other officer or officers for the purpose, subject to such other and different rules and guidelines as may be adopted from time to time by the Board of Directors, the clerk shall be charged with the duty of keeping, or causing to be kept, accurate records of all stock outstanding, stock certificates issued, and stock transfers. All such records may be kept solely in the stock certificate books. The clerk shall also perform other duties and have other powers as the Board of Directors may from time to time designate.

12. ASSISTANT CLERK

Each assistant clerk shall perform the duties and have the powers as the Board of Directors may from time to time designate. In the absence of the clerk or if he is unable or unwilling to

perform his duties the assistant clerk, if only one, or such assistant clerk, if more than one, who is so designated by the board will assume the duties and responsibilities of the clerk.

13. ABSENCE

In the absence of the clerk or assistant clerk at any meeting of the stock holders, or if there be no secretary, a clerk shall be chosen by the meeting to perform the duties of the clerk thereat.

14. SECRETARY

The secretary if there be one, shall attend all meetings of the Board of Directors and shall record the proceedings thereat in books provided for the purpose.

15. VOTING OF CORPORATE SECURITIES

The president or the treasurer shall have full power and authority in the name of and on behalf of the corporation to waive notice of, to attend, to act and to vote at, and to appoint any person or persons to act as proxy or attorney-in-fact for this corporation at, any meeting of stockholders or security holders of any other corporations or organizations in which securities are held by the corporation, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, which, as the owner thereof the corporation may possess and exercise, unless otherwise ordered by the Board of Directors. The board may from time to time by resolution confer like powers upon any other person or persons.

ARTICLE IV - STOCKHOLDERS

1. ANNUAL MEETING

The annual meeting of the stockholders shall be held in the City/Town of _____, in the State of California, or at such other place in the State or in the United States as may be fixed by the Board of Directors, or in the absence of any such designation, such place as may be designated by the clerk of the corporation in the notice of the meeting. The meeting shall be held on the _____ day of _____ at _____ o'clock in the _____ .M. each year for the purpose of electing a Board of Directors and for the transaction of any other such business as may be presented before the meeting. If the day fixed for the annual meeting should fall on a legal holiday, such meeting shall be held on the next succeeding business day.

2. OTHER MEETINGS

Special meetings of the stockholders, for any purpose, may be called by the Board of Directors or by the president and shall be called by the clerk, or in the event of his absence, incapacity, refusal or death, any other officer of the corporation, upon written request by one or more stockholders who hold at least one tenth in interest of the stock entitled to vote at the meeting. The special meeting of the stockholders shall be held in the city/town of _____, or at such other place in the State or in the United States as may be fixed by the Board of Directors, or in the absence of any such designation, such place as may be designated by the written request of the stockholders requesting the meeting.

3. NOTICE OF MEETING

Written notice of the time, date, place and purpose of every meeting of stockholders shall be given by the clerk or by any other officer of the corporation designated by the directors or by these by-laws, not less than seven days prior to the meeting, to each stockholder entitled to vote at such meeting. Notice must be served to each stockholder entitled to vote via personal delivery, telegraph or U.S. Mail addressed to that stockholder at his address as it appears in the records of the corporation.

4. CLOSING OF THE TRANSFER BOOKS

The directors of the corporation may in their discretion fix a date not less than ten days nor more than sixty days prior to the date prior to the date of any annual meeting or special meeting of the stockholders or prior to the payment of any dividend or the making of any other distribution as the record date for determining the shareholders having the right to notice of, and to vote at such meeting or any adjournment thereof, or the right to receive such distribution or dividend. In lieu of fixing such closing date the directors may order the closing of the stock transfer books for a stated period not to exceed, in any case, _____ days for the expressed purposes stated above. If no record date is fixed and the transfer records are not closed, the record date for determining shareholders entitled to vote at any meeting to elect directors shall be determined as the close of business on the day next preceding the date of notice of the meeting and, for a meeting for any other purpose, shall be determined as the close of business on the day on which the board acts with respect thereto.

The holders of record of shares of the corporation on such record date or on the date of closing of the stock transfer books shall, If a dividend or distribution be declared, have the sole right to receive such distribution or dividend, or, if such shares have a voting right, the sole right to receive notice of, to vote at, and to attend such meeting.

1. VOTING

Every stockholder entitled to vote in accordance with the provisions of the articles of organization, these by-laws and applicable law, shall have one vote, in person or by proxy, for each share of voting class stock held by that him and registered in his name on the books of the corporation at the record date fixed by the directors or at the time of the meeting as the case may be. No ballot shall be

required for election of officers or directors unless so requested by one or more holders of voting classes of stock. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the articles of organization or the laws of the State of Incorporation.

2. PROXY VOTING

At all meetings of the stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy must be filed with the clerk of the corporation before or at the time of the meeting. No proxy dated more than six months before the meeting named therein shall be accepted, and no such proxy shall be valid after the adjournment of such meeting except if such proxy is coupled with an interest as determined by applicable law. A proxy coupled with an interest may be irrevocable if it so provides and shall be valid and enforceable until the interest terminates or for such shorter period of time as the proxy provides.

3. CLASS VOTING

Whenever the issued and outstanding shares of the corporation shall consist of shares of two or more classes having a voting right, a quorum at all stockholders meeting shall, section 9 below notwithstanding, with respect to any matter, including the election of directors, on which such two or more classes shall be entitled to vote as a separate class, consist of a majority in interest of the issued and outstanding stock of each such class; voting on such matter shall be had by class, and approval of action thereon as the act of the stockholders, shall require the vote of a majority in interest of the issued and outstanding stock of each class present or represented at the meeting and entitled to vote thereat: provided, however, that in the matter of election of directors elected by a particular class of shares a quorum shall consist of a majority in interest of the issued and outstanding stock of that class and a plurality of the votes cast by the shareholders of such stock at a meeting at which such quorum is present shall elect, unless the articles of organization or the provisions of these by-laws as amended shall otherwise provide.

4. INFORMAL ACTION

Any action permitted or required at any stock holders meeting, including the election of officers or directors, maybe taken without a meeting, unless otherwise provided by law, if a consent in writing is signed by all of the issued and outstanding capital stock entitled to vote at such meeting and such written consent is filed with the records of the meetings of stockholders.

5. QUORUM

At any meeting of the stockholders a quorum for the transaction of any business shall consist of a majority in interest of the issued and outstanding shares of the stock of the corporation entitled to vote being represented by the holders of record thereof.

ARTICLE V – STOCK CERTIFICATES

1. SHARE CERTIFICATES

Certificates shall be issued to each shareholder in such form as the Board of Directors shall designate. Such certificate shall be signed by the President or Vice President and by the Treasurer or Assistant Treasurer. Each certificate shall state the number of shares and class thereof as well as the designation of the series thereof, if any, represented by the certificate. Each certificate issued for shares of stock subject to transfer pursuant to the articles of organization or to a restriction, any agreement to which the corporation is a party, or issued while the corporation is authorized to issue more than one class of stock, or these by-laws shall have the full text of any such restriction or the full text of the preferences, voting powers, special and relative rights of the stock of each class and series authorized to be issued and qualifications, as the case may be, set forth on the back of or on the face of the share certificate or alternatively, shall contain the legend: *"The shares represented by this certificate are subject to restrictions on transfer, a copy of which will be furnished by the company to the holder of this certificate upon written request and without charge."*

2. FRACTIONAL SHARES

Fractional shares of any class may be issued and shall entitle the holder thereof to dividend and voting rights and all other rights and responsibilities of the class of stock or series of which the fractional shares are held. The Board of Directors may as it sees fit cause the corporation to issue scrip in lieu fractional shares which may be in bearer or registered form entitling the holder thereof to receive a full share certificate upon the surrender of scrip aggregating a full share.

3. LOST OR DESTROYED CERTIFICATES

Lost, mutilated, or destroyed certificates may be replaced by the issue of a new certificate upon such terms and indemnity to the corporation as the board may determine. The board may as it sees fit require the owner or owner's representative to give a bond to the corporation with or without surety against any loss or claim which may arise from the issue of replacement certificate or certificates.

4. SHARE TRANSFERS

- (a) Upon the surrender of the certificate or certificates, properly endorsed or assigned, to the corporation or the corporation's transfer agent, the shares represented by the certificate or certificates shall be transferable, when the old certificate is cancelled and new certificate or

certificates for said shares are issued. All such transactions must be entered in the transfer books of the corporation.

- (b) The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to interest in such share or shares on the part of any other person except as may be otherwise provided by the laws of the State of Incorporation.

ARTICLE VI – INSPECTION OF RECORDS

1. MAINTENANCE AND INSPECTION

The corporation shall maintain in the State of Incorporation and make available to any stock holder for inspection the original or attested copies of its articles of organization, by-laws and records of all meetings of stockholders and incorporators, and all of its stock transfer records which shall contain the names of all stock holders, the amount of stock held by each, and their record address.

ARTICLE VII – CONTRACTS, NOTES CHECKS and DRAFTS

Contracts, notes, checks, drafts, and other instruments for the payment of money drawn or endorsed in the name of or on behalf of the corporation may be signed or executed by any officer or officers or person or persons authorized by the directors to do so. No person or officer may enact or cause to be enacted any of the above without express authority of the board.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall end on the day of in each year.

ARTICLE IX - SEAL

The seal of the corporation shall be circular in form and shall be inscribed with the name of the corporation as it appears on the articles of organization/incorporation, the state of incorporation and the year of incorporation. The treasurer shall have custody of the seal and may affix it to any instrument requiring the corporate seal, as may any other officer of the corporation if so authorized by the Board of Directors.

ARTICLE X - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any annual or special meeting of the share holders by vote representing a majority of all the shares outstanding and issued when the proposed amendment, alteration, adoption or repeal has been included in the notice of any such meeting.

ARTICLE XI – PROVISIONS OF LAW

The provisions of these by-laws shall be controlled by and are subject to any specific provisions of the articles of organization or of law which relate to their specific subject matter, and shall also be subject to any more specific provisions, or exceptions dealing with the same subject matter appearing elsewhere in these by-laws as amended from time to time.

ORGANIZATION ACTION OF INCORPORATORS

OF

(Organized on the _____ day of _____, _____)

The following action is taken this day of _____, _____, through this instrument by the incorporator(s) of the above corporation:

1. The adoption and execution of Articles of Organization;
2. The adoption of the first By-Laws of the Corporation, including any specific or general provisions therein as authorized and required by the Business Corporation Law;
3. The election of the following persons to serve as the directors of the corporation until the first annual meeting of shareholders:
4. The election of the following persons to serve as officers of the corporation until their successors shall be elected and qualified;
5. The appointment of the person or entity hereinafter named as the registered agent of the corporation:

Incorporator(s)

WAIVER OF NOTICE OF FIRST MEETING OF DIRECTORS

OF

The undersigned, being all the Directors of the above-named Corporation, hereby waive notice of the time and place at, and of the purpose for, which any meeting of the Directors has been, or shall be called or held.

Dated: _____

_____	_____
_____	_____
_____	_____

OF

desirable and in the best interests of the corporation and to attend all matters necessary in connection therewith.

Upon motion duly made and seconded, the following votes were adopted relating to the issue of the stock of the corporation

VOTED:

Upon motion duly made and seconded, the following votes relating to other matter necessary for commencement of the business of the corporation were adopted

VOTED:

There being no further business before the meeting, it was, upon motion duly made and seconded, unanimously


VOTED: To adjourn

ADJOURNED

A true copy. Attest:

Clerk

RESOLUTIONS
MINUTES

 MARK MAKER CORPORATE ATTACHE™ 0G-A110

**DIRECTORS REGISTER
& OFFICERS LIST**

 **MARK MAKER CORPORATE ATTACHÉ™ 0G-A110**

DIRECTORS REGISTER

[illegible]

LIST OF CORPORATE OFFICERS

[illegible]

**SHAREHOLDERS
REGISTER**

 **MARK MAKER CORPORATE ATTACHÉ™ 0G-A110**

SHAREHOLDERS REG 08/02

SECURITIES REGISTER

-SHAREHOLDERS-

NAME _____

ADDRESS

CITY

STATE

ZIP CODE

PHONE NUMBERS - OFFICE:

RESIDENCE:

[illegible]

SECURITIES
TRANSFER REGISTERS

 MARK MAKER CORPORATE ATTACHÉ™ OG-A110

SECURITIES TRANSFER REGISTERS (Debt Instruments)

[illegible]

SECURITIES TRANSFER REGISTERS (Warrants)

[illegible]

SECURITIES TRANSFER REGISTERS (Shares)

[illegible]

FORMS FILED

 MARK MAKER CORPORATE ATTACHÉ™ OG-A110

SHARE CERTIFICATES

 MARK MAKER CORPORATE ATTACHE™ OG-A110

INCORPORATED UNDER THE LAWS OF THE STATE OF
CALIFORNIA

COMMON

CENTAUR GIRL PRODUCTIONS, INC.

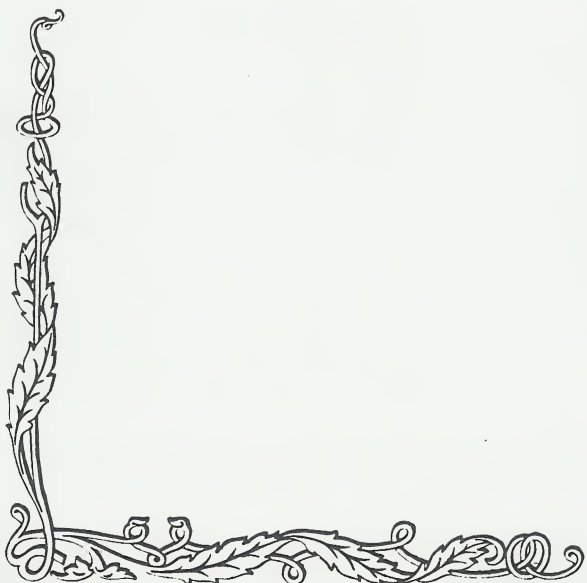
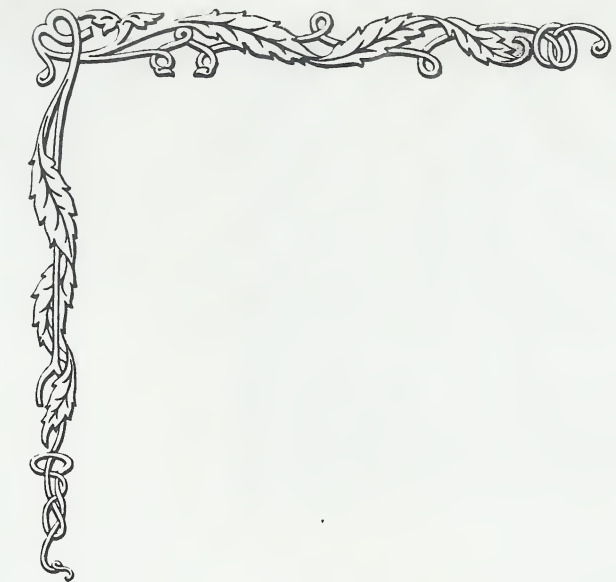
TOTAL AUTHORIZED ISSUE
1,500 COMMON SHARES WITH NO PAR VALUE PER SHARE

This is to Certify that _____ is the owner
of _____ fully paid and
non-assessable COMMON shares of CENTAUR GIRL PRODUCTIONS, INC.
transferable only on the books of the Corporation by the holder hereof in person or by the
duly authorized Attorney upon surrender of this certificate properly endorsed.
Witness, the seal of the Corporation and the signatures of its duly authorized officers.
Dated _____

SECRETARY

PRESIDENT

CERTIFICATES



CENTAUR GIRL
PRODUCTIONS,
INC.



**CENTAUR GIRL
PRODUCTIONS, INC.**